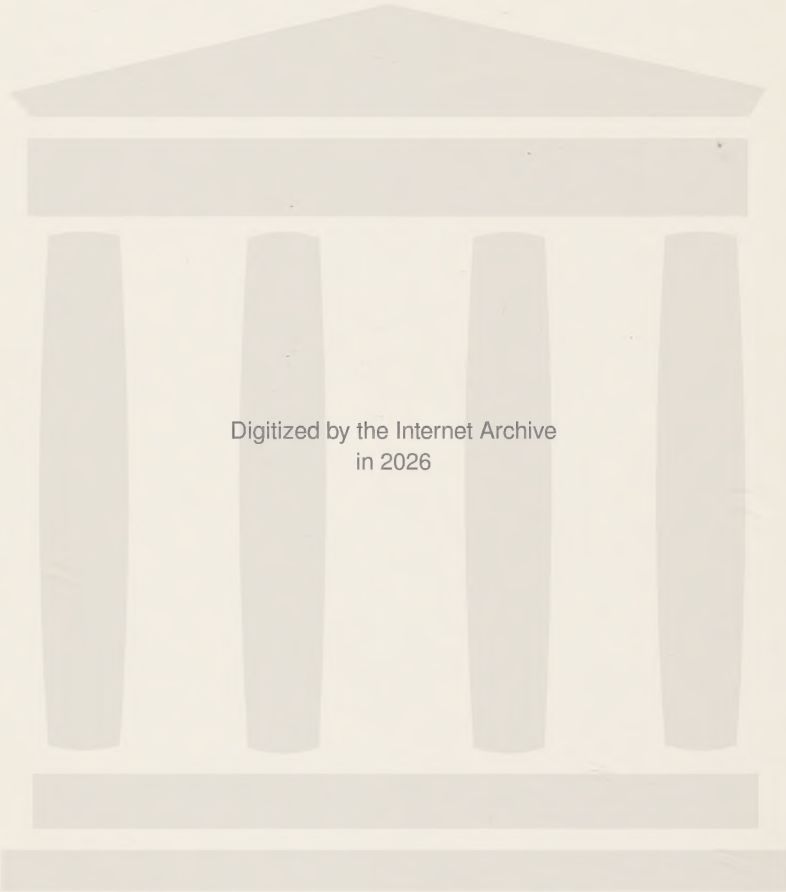


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Butterworths Company Law Cases

**TABLES AND INDEX
1983-1992**

Butterworths



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BUTTERWORTHS COMPANY LAW CASES

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Cases reported
Statutes considered
Subject index

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Contents

Cases Reported	1
Statutes and Statutory Instruments Judicially Considered	17
Subject Index	27

Cases reported

- A-G for Tuvalu v Philatelic Distribution Corp [1990] 245, CA
 —[1990] 172, HL
 A-G's Reference (No 2 of 1982) [1984] 60, CA
 —(No 1 of 1988) [1989] 193, CA
 Abbey Leisure Ltd, Re. *See* Viridi v Abbey Leisure Ltd
 Abbey Leisure Ltd, Viridi v. *See* Viridi v Abbey Leisure Ltd
 Abrams v Samuelson, Wilton Group plc v Abrams. *See* Wilton Group plc v Abrams, Abrams v Samuelson
 Abrams, Wilton Group plc v, Abrams v Samuelson. *See* Wilton Group plc v Abrams, Abrams v Samuelson
 ACGE Investments Ltd, House of Fraser plc v. *See* House of Fraser plc v ACGE Investments Ltd
 Acli Metals (London) Ltd, Re [1989] 749, Ch D
 Adams v Cape Industries plc [1990] 479, CA
 Adams (AJ) Builders Ltd, Re, Re Autonational Extended Warranties Ltd [1991] 359, Ch D
 Adlards Motor Group Holding Ltd, Re [1990] 68, Ch D
 Æ Realisations (1985) Ltd, Re [1987] 486, Ch D
 Aga Estate Agencies Ltd, Re [1986] 346, Ch D
 Airways Ltd v Bowen [1985] 355, CA
 Al-Khudhairi, Byblos Bank SAL v. *See* Byblos Bank SAL v Al-Khudhairi
 Al-Nakib Investments (Jersey) Ltd v Longcroft [1991] 7, Ch D
 Al Saudi Banque v Clark Pixley (a firm) [1990] 46, Ch D
 Allied Dunbar Pension Services Ltd, Re, Offshore Ventilation Ltd, Rhodes v. *See* Rhodes v Allied Dunbar Pension Services Ltd, Re Offshore Ventilation Ltd
 Allied Irish Bankss, O'Hara v. *See* O'Hara v Allied Irish Banks
 Alton Corp, Re [1985] 27, Ch D
 Amalgamated Investment and Property Co Ltd, Re [1984] 341, Ch D
 AMEC Properties Ltd v Planning Research and Systems plc [1992] 1149, CA
 American Express International Banking Corp v Hurley [1986] 52, QBD
 American Home Assurance Co v Tjmond Properties Ltd [1986] 181, NZ CA
 Andrabell Ltd, Re, Airborne Accessories Ltd v Goodman [1984] 522, Ch D
 Andromache Properties Ltd, Re. *See* Land and Property Trust Co plc, Re (No 3)
 Anglo American Insurance Co Ltd, Re [1991] 564, Ch D
 Aquila Design (GRP Products) Ltd v Cornhill Insurance plc [1988] 134, CA
 Arbuthnot Factors Ltd, E Pfeiffer Weinkellerei-Weineinkauf GmbH & Co v. *See* Pfeiffer (E) Weinkellerei-Weineinkauf GmbH & Co v Arbuthnot Factors Ltd
 Arbuthnot Leasing International Ltd v Havelet Leasing Ltd [1990] 802, Ch D
 Arctic Engineering Ltd, Re [1985] 209, Ch D
 —(No 2) [1986] 253, Ch D
 Armagh Shoes Ltd, Re [1984] 405, NI Ch D
 Armour v Thyssen Edelstahlwerke AG [1991] 28, HL
 Arnold (R M) & Co Ltd, Re [1984] 535, Ch D
 Arrow Leed Ltd, Re [1986] 30, Ch D
 Arrows Ltd, Re [1992] 126, Ch D
 —(No 2) [1992] 1176, Ch D
 —(No 3) [1992] 555, Ch D
 ARV Aviation Ltd, Re [1989] 664, Ch D
 Ash & Newman Ltd v Creative Devices Research Ltd [1991] 403, Ch D
 Astor Chemicals Ltd v Synthetic Technology Ltd [1990] 1, Ch D
 Atlantic Computer Systems plc, Re (Nos 1 and 2) [1990] 729, Ch D
 —(No 1) [1991] 606, CA
 Augustus Barnett & Son Ltd, Re [1986] 170, Ch D
 Austinsuite Furniture Ltd, Re [1992] 1047, Ch D
 Autonational Extended Warranties Ltd, Re, Re Adams (A J) Builders Ltd. *See* Adams (A J) Builders Ltd, Re, Re Autonational Extended Warranties Ltd
 Aveling Barford Ltd, Re [1989] 122, Ch D
 Aveling Barford Ltd v Perion Ltd [1989] 626, Ch D
 Avocet Aviation Ltd, ex p, Re a company (No 00751 of 1992). *See* Company, Re a (No 00751 of 1992), ex p Avocet Aviation Ltd

- Baden, Delvaux and Lecuit v Société General pour Favoriser le Développement du Commerce et de l'Industrie en France SA [1983] 325, Ch D
- Badgerhill Properties Ltd v Cottrell [1991] 805, CA
- Bank of Baroda v Panessar [1986] 497, Ch D
- Bank of Credit and Commerce International SA, Re [1992] 570, Ch D
—(No 2) [1992] 579, Ch D
- Bank of Credit and Commerce International SA, Cloverbay Ltd (joint administrators) v. See Cloverbay Ltd (joint administrators) v Bank of Credit and Commerce International SA
- Bank of Ireland, ex p, Re a debtor, (No 222 of 1990). See Debtor, Re a (No 222 of 1990), ex p Bank of Ireland
- Bank of Scotland v Wright [1991] 244, QBD
- Bank of Scotland, Petitioner [1989] 700, CS (OH)
—[1990] 262, CS (IH)
- Barber, Gilbert v. See Re EVTR, Gilbert v Barber
- Barclays Bank Ltd v TOSG Trust Fund Ltd [1984] 1, Ch D,
—27, CA
—259, HL
- Barclays Bank plc v Willowbrook International Ltd [1986] 45, Ch D
—[1987] 717, CA
- Barclays Bank plc, Cryne v. See Cryne v Barclays Bank plc
- Barlow Clowes Gilt Managers Ltd, Re [1991] 750, Ch D
- Barlow Clowes International Ltd (in liq) v Vaughan [1992] 910, CA
- Barnett (Augustus) & Son Ltd, Re. See Augustus Barnett & Son Ltd, Re
- Baron (Edward) Development Co Ltd, Winkworth v. See Winkworth v Edward Baron Development Co Ltd
- Barrow Borough Transport Ltd, Re [1989] 653, Ch D
- Barry Artist Ltd, Re [1985] 283, Ch D
- Bateson (John) & Co Ltd, Re [1985] 259, Ch D
- Bath Glass Ltd, Re [1988] 329, Ch D
- BCCI Holdings (Luxembourg) SA, Price Waterhouse (a firm) v. See Price Waterhouse (a firm) v BCCI Holdings (Luxembourg) SA
- Beacon Leisure Ltd, Re [1992] 565, Ch D
- Berkeley Applegate (Investment Consultants) Ltd, Re [1989] 28, Ch D
- Bernard Kenny Ltd, Roberts Petroleum Ltd v. See Roberts Petroleum Ltd v Bernard Kenny Ltd
- Bestwood plc, Re [1989] 606, Ch D
- Bhimji v Chatwani, Chatwani v Bhimji (No 2) [1992] 387, Ch D
- Bird Precision Bellows Ltd, Re [1984] 195, Ch D
—[1985] 493, CA
- Bishop v Bonham [1988] 656, CA
- Bishopsgate Investment Management Ltd v Maxwell [1992] 470, Ch D
—, Cooper v Maxwell, Mirror Group Newspapers plc v Maxwell [1992] 475, CA
- Blanguernon, Ministère Public v, (Case C-38/39). See Ministère Public v Blanguernon (Case C-38/39)
- Blue Arrow plc, Re [1987] 585, Ch D
- Blum v OCP Repartition SA [1988] 170, CA
- Boal, R v. See R v Boal
- Bondina Ltd v Rollaway Shower Blinds Ltd [1986] 177, CA
- Bonham, Bishop v. See Bishop v Bonham
- Boston Timber Fabrications Ltd, Re [1984] 328, CA
- Bowen, Airways Ltd v. See Airways Ltd v Bowen
- Br, Ex p, re a company (No 004247 of 1989). See Company, Re a (No 002708 of 1989), ex p W
- Bradford Investments Ltd, Re [1991] 224, Ch D
—(No 2) [1991] 688, Ch D
- Bradley v Eagle Star Insurance Co Ltd [1989] 469, HL
- Bradman v Trinity Estates plc [1989] 757, Ch D
- Brady v Brady [1988] 20, CA
—[1988] 579, HL
- Braemar Investments Ltd, Re [1988] 556, Ch D
- Braithwaite Ltd, Specialist Plant Services Ltd v. See Specialist Plant Services Ltd v Braithwaite Ltd
- Bratton Seymour Service Co Ltd v Oxborough [1992] 693, CA
- Breckland Group Holdings Ltd v London and Suffolk Properties Ltd [1989] 100, Ch D
- Bremner plc, McGuinness v. See McGuinness v Bremner plc
- Brightlife Ltd, Re [1986] 418, Ch D
- Bristol Airport plc v Powdrill [1990] 585, CA
- British and Commonwealth Holdings plc, Re (No 1) [1992] 306, Ch D
—(No 2) [1992] 314, Ch D
—(Nos 1 and 2) [1992] 641, CA
—(No 3) [1992] 322, Ch D
- British Bank of the Middle East v Sun Life Assurance Co of Canada (UK) Ltd [1983] 78, HL
- British Steel Corp, Rolled Steel Products (Holdings) Ltd v. See Rolled Steel Products (Holdings) Ltd v British Steel Corp
- Broadhurst, Ex p, re a company (No 3017 of 1987). See Company, Re a (No 00789 of 1987), ex p Shooter

- Bromley (John) (Church Stretton) Ltd, W A Sherratt Ltd v. *See* Sherratt (W A) Ltd v John Bromley (Church Stretton) Ltd
- Brompton Securities Ltd, Re, (No 2) [1988] 616, Ch D
- Brooke Marine Ltd, Re [1988] 546, Ch D
- Brookmount Erostin Ltd (in receivership), Mac-Jordan Construction Ltd v. *See* Mac-Jordan Construction Ltd v Brookmount Erostin Ltd (in receivership)
- Brown v Cork [1985] 363, CA
- Brush Aggregates Ltd, Re [1983] 320, Ch D
- Buchler, Royal Trust Bank v. *See* Royal Trust Bank v Buchler
- Buckingham v Francis [1986] 353, QBD
- Buckland, Director General of Fair Trading v. *See* Director General of Fair Trading v Buckland
- Bulfield, Movitex Ltd v. *See* Bulfield v Movitex Ltd
- Burgess v Purchase & Sons (Farms) Ltd [1983] 176, Ch D
- Burr, ex p, Re a company. *See* Company, Re a, ex p Burr
- Business Computers International Ltd v Registrar of Companies [1987] 621, Ch D
- Byblos Bank SAL v Al-Khudhairy [1987] 232, CA
- Byng v London Life Assurance Ltd [1989] 400, CA
- Cade (J E) & Son Ltd, Re [1992] 213, Ch D
- Calahurst Ltd, Re [1989] 140, Ch D
- Calmex Ltd, Re, Calmex Ltd v C Lila Ltd [1989] 299, Ch D
- Campbell, R v. *See* R v Campbell
- Canadian Imperial Bank, Space Investments Ltd v. *See* Space Investments Ltd v Canadian Imperial Bank
- Cannon Film Sales Ltd, Rover International Ltd v. *See* Rover International Ltd v Cannon Film Sales Ltd
- Cannon Screen Entertainment Ltd, RKO Pictures Inc v. *See* RKO Pictures Inc v Cannon Screen Entertainment Ltd
- Cannon Street Entertainment Ltd, Re [1989] 660, Ch D
- Caparo Industries plc v Dickman [1988] 387, QBD
- [1989] 154, CA
- [1990] 273, HL
- Cape Industries plc, Adams v. *See* Adams v Cape Industries plc
- Capital Cameras Ltd v Harold Lines Ltd (National Westminster Bank plc intervening) [1991] 884, Ch D
- Capricorn Art International SA, Cleveland Museum of Art v. *See* Cleveland Museum of Art v Capricorn Art International SA
- Cargo Agency Ltd, Re [1992] 686, Ch D
- Carney v Herbert [1985] 140, PC
- Carpets International plc, John Crowther Group plc v. *See* Crowther (John) Group plc v Carpets International plc
- Carreras Rothmans Ltd v Freeman Mathews Treasure Ltd [1984] 420, Ch D
- Cases of Taff Wells Ltd, Re [1992] 11, Ch D
- Casson Beckman & Partners (a firm) v Papi [1991] 299, CA
- Castleburn Ltd, Re [1991] 89, Ch D
- Cavco Floors Ltd, Re [1990] 940, Ch D
- Central Bank of India, ex p. *See* R v Registrar of Companies, ex p Central Bank of India
- Chancery plc, Re [1991] 712, Ch D
- Chantry House Developments plc, Re [1990] 813, Ch D
- Charge Card Services Ltd, Re [1986] 316, Ch D
- (No 2) [1987] 17, Ch D
- (No 2) [1988] 711, CA
- Charnley Davies Ltd, Re [1988] 243, Ch D
- (No 2) [1990] 760, Ch D
- Charterhouse Investment Trust Ltd v Tempest Diesels Ltd [1986] 1, Ch D
- Chartmore Ltd, Re [1990] 673, Ch D
- Chase Manhattan Equities Ltd v Goodman [1991] 897, Ch D
- Chatwani v Bhimji, Bhimji v Chatwani (No 2). *See* Bhimji v Chatwani, Chatwani v Bhimji (No 2)
- Cheah v Equiticorp Finance Group Ltd [1992] 371, PC
- Chez Nico (Restaurants) Ltd, Re [1992] 192, Ch D
- Chou Wen Hsien, Lee v. *See* Lee v Chou Wen Hsien
- Churchfield Leasing Ltd, NRG Vision Ltd v. *See* NRG Vision Ltd v Churchfield Leasing Ltd
- Churchill Hotel (Plymouth) Ltd, Re [1988] 341, Ch D
- Citibank NA, Tudor Grange Holdings Ltd v. *See* Tudor Grange Holdings Ltd v Citibank NA
- City Index Ltd v Leslie [1991] 643, QBD and CA
- City Investment Centres Ltd, Re [1992] 956, Ch D
- Civica Investments Ltd, Re [1983] 456, Ch D
- Cladrose Ltd, Re [1990] 204, Ch D
- Clark Pixley (a firm), Al Saudi Banque v. *See* Al Saudi Banque v Clark Pixley (a firm)
- Clasper Group Services Ltd, Re [1989] 143, Ch D
- Clayhope Properties Ltd, Evans v. *See* Evans v Clayhope Properties Ltd
- Cleveland Museum of Art v Capricorn Art International SA [1990] 546, QBD
- Cleveland Trust plc, Re [1991] 424, Ch D
- Clough Mill Ltd v Martin [1984] 97, Ch D

- [1985] 64, CA
 Cloverbay Ltd, Re [1989] 724, Ch D
 —(No 2) [1990] 449, Ch D
 —(No 3) [1990] 471, Ch D
 Cloverbay Ltd (joint administrators) v Bank of Credit and Commerce International SA [1991] 135, CA
 Clowes, R v. *See* R v Clowes
 Clowes, Secretary of State for Trade and Industry v. *See* Secretary of State for Trade and Industry v Clowes
 Coats Paton plc, Dawson International plc v. *See* Dawson International plc v Coats Paton plc
 Colt Car Co Ltd, Wilson Vehicle Distributions Ltd v. *See* Wilson Vehicle Distributions Ltd v Colt Car Co
 Commercial and Industrial Insulations Ltd, Re [1986] 191, Ch D
 Commercial Union Assurance Co plc, Verderame v. *See* Verderame v Commercial Union Assurance Co plc
 Company, Re a [1983] 126, Ch D
 Company, Re a [1983] 151, Ch D
 Company, Re a [1983] 492, Ch D
 Company, Re a [1984] 307, Ch D
 Company, Re a [1984] 322, Ch D
 Company, Re a [1985] 37, Ch D
 Company, Re a [1985] 80, Ch D
 Company, Re a [1985] 333, CA
 Company, Re a (No 006794 of 1983) [1986] 261, Ch D
 Company, Re a (No 005287 of 1985) [1986] 68, Ch D
 Company, Re a (No 007339 of 1985) [1986] 127, Ch D
 Company, Re a (No 008699 of 1985) [1986] 382, Ch D
 Company, Re a (No 00477 of 1986) [1986] 376, Ch D
 Company, Re a (No 00596 of 1986) [1987] 133, Ch D
 Company, Re a (No 001761 of 1986) [1987] 141, Ch D
 Company, Re a (No 003160 of 1986) [1986] 391, Ch D
 Company, Re a (No 003843 of 1986) [1987] 562, Ch D
 Company, Re a (No 004175 of 1986) [1987] 574, Ch D
 Company, Re a (No 004377 of 1986) [1987] 94, Ch D
 Company, Re a (No 005134 of 1986), ex p Harries [1989] 383, Ch D
 Company, Re a (No 005136 of 1986) [1987] 82, Ch D
 Company, Re a (No 007281 of 1986) [1987] 593, Ch D
 Company, Re a (No 007523 of 1986) [1987] 200, Ch D
 Company, Re a (No 007623 of 1986) [1986] 362, Ch D
 Company, Re a (No 00175 of 1987) [1987] 467, Ch D
 Company, Re a (No 00370 of 1987), ex p Glossop [1988] 570, Ch D
 Company, Re a (No 00789 of 1987), ex p Shooter [1990] 384, Ch D
 —(No 2) [1991] 267, Ch D
 Company, Re a (No 823 of 1987). *See* Weller (Sam) & Sons Ltd, Re
 Company, Re a (No 001951 of 1987) [1988] 182, Ch D
 Company, Re a (No 3017 of 1987), ex p Broadhurst. *See* Company, Re a (No 00789 of 1987), ex p Shooter
 —(No 2). *See* Company, Re a (No 00789 of 1987), ex p Shooter (No 2)
 Company, Re a (No 003028 of 1987) [1988] 282, Ch D
 Company, Re a (No 005009 of 1987), ex p Copp [1989] 13, Ch D
 Company, Re a (No 001363 of 1988), ex p S-P [1989] 579, Ch D
 Company, Re a (No 001418 of 1988) [1991] 197, Ch D
 Company, Re a (No 001992 of 1988) [1989] 9, Ch D
 Company, Re a (No 002470 of 1988), ex p Nicholas [1991] 480, Ch D
 Company, Re a (No 004502 of 1988), ex p Johnson [1992] 701, Ch D
 —(No 2) [1989] 427, Ch D
 Company, Re a (No 005685 of 1988), ex p Schwarcz [1989] 424, Ch D
 Company, Re a (No 006834 of 1988), ex p Kremer [1989] 365, Ch D
 Company, Re a (No 00314 of 1989), ex p Estate Acquisition and Development Ltd [1991] 154, Ch D
 Company, Re a (No 001448 of 1989) [1989] 715, Ch D
 Company, Re a (No 002708 of 1989), ex p W [1990] 795, Ch D
 Company, Re a (No 003640 of 1989), ex p Peter Sensky Associates (a firm) [1990] 201, Ch D
 Company, Re a (No 003641 of 1989), ex p Peter Sensky Associates (a firm). *See* Company, Re a (No 003640 of 1989), ex p Peter Sensky Associates (a firm)
 Company, Re a (No 004247 of 1989), ex p Br. *See* Company, Re a (No 002708 of 1989), ex p W
 Company, Re a (No 008122 of 1989), ex p Transcontinental Insurance Services Ltd [1990] 697, Ch D
 Company, Re a (No 001029 of 1990), ex p F Ltd [1991] 567, Ch D
 Company, Re a (No 003079 of 1990) [1991] 235, Ch D
 Company, Re a (No 008790 of 1990) [1991] 561, Ch D
 Company, Re a (No 0010656 of 1990) [1991] 464, Ch D
 Company, Re a (No 00330 of 1991), ex p Holden [1991] 597, Ch D
 Company, Re (No 00687 of 1991) [1992] 133, Ch D
 Company, Re a (No 00928 of 1991), ex p City Electrical Factors Ltd [1991] 514, Ch D
 Company, Re a (No 00962 of 1991), ex p Electrical Engineering Contracts (London) Ltd [1992] 248, Ch D

- Company, Re a (No 001259 of 1991), ex p Medialite Ltd [1991] 594, Ch D
 Company, Re a (No 001946 of 1991), ex p Fin Soft Holding SA [1991] 737, Ch D
 Company, Re a (No 003102 of 1991), ex p Nyckeln Finance Co Ltd [1991] 539, Ch D
 Company, Re a (No 004055 of 1991), ex p Doe Sport Ltd [1991] 865, Ch D
 Company, Re a (No 008725 of 1991 and No 008727 of 1991) [1992] 633, Ch D
 Company, Re a (No 0012209 of 1991) [1992] 865, Ch D
 Company, Re a (No 0013925 of 1991), ex p Rousell [1992] 562, Ch D
 Company, Re a (No 00751 of 1992), ex p Avocet Aviation Ltd [1992] 869, Ch D
 Company Securities (Insider Dealing) Act 1985, Re [1987] 506, Ch D
 — [1988] 76, CA
 — [1988] 153, HL
 Company's application, Re a [1989] 462, Ch D
 Company, Re a, ex p Burr [1992] 724, Ch D
 Consumer and Industrial Press Ltd, Re [1988] 177, Ch D
 Conway, Harris v. *See* Harris v Conway
 Cooper v Maxwell, Bishopsgate Investment Management Ltd v Maxwell, Mirror Group Newspapers plc v Maxwell. *See* Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell, Mirror Group
 Copp, ex p, Re a company (No 005009 of 1987). *See* Re a company (No 005009 of 1987), ex p Copp
 Corbenstoke Ltd, Re [1989] 496, Ch D
 — (No 2) [1990] 60, Ch D
 Coregrange Ltd, Re [1984] 125, QBD
 — [1984] 453, Ch D
 Cork, Brown v. *See* Brown v Cork
 Cornhill Insurance plc v Improvement Services Ltd [1986] 26, Ch D
 Cornhill Insurance plc, Aquila Design (GRP Products) Ltd v. *See* Aquila Design (GRP Products) Ltd v Cornhill Insurance plc
 Cotronic (UK) Ltd v Dezonie [1991] 721, CA
 Cottrell, Badgerhill Properties Ltd v. *See* Badgerhill Properties Ltd v Cottrell
 Cowan de Groot Properties Ltd v Eagle Trust plc [1991] 1045, Ch D
 Cowdenbeath Football Club Ltd, Currie v. *See* Currie v Cowdenbeath Football Club Ltd
 Creative Devices Research Ltd, Ash & Newman Ltd v. *See* Ash & Newman Ltd v Creative Devices Research Ltd
 Creative Handbook Ltd, Re [1985] 1, Ch D
 Crestjoy Products Ltd, Re [1990] 677, Ch D
 Croft, Smith v. *See* Smith v Croft
 Croftbell Ltd, Re [1990] 844, Ch D
 Cross, R v. *See* R v Cross
 Crossmore Electrical and Civil Engineering Ltd, Re [1989] 137, Ch D
 Crowther (John) Group plc v Carpets International plc [1990] 460, Ch D
 Crusts, Foster and ors (bankrupts) (trustee) v. *See* Foster and ors (bankrupts) (trustee) v Crusts
 Cryne v Barclays Bank plc [1987] 548, CA
 CU Fittings Ltd, Re [1989] 556, Ch D
 Cumana Ltd, Re [1986] 430, CA
 Cumberland and Westmorland Herald Newspaper and Printing Co Ltd, Cumbrian Newspapers Group Ltd v. *See* Cumberland Newspaper Group Ltd v Cumberland and Westmorland Newspaper and Printing Co Ltd
 Cumbrian Newspapers Group Ltd v Cumberland and Westmorland Herald Newspaper and Printing Co Ltd [1986] 286, Ch D
 Currie v Cowdenbeath Football Club Ltd [1992] 1029, CS (OH)
 Curtain Dream plc, Re [1990] 925, Ch D
 Curtis v J J Curtis & Co Ltd [1986] 86, NZ CA
 Customs and Excise Comrs v TH Knitwear Ltd [1988] 195, CA
 Cutts, Nicoll v. *See* Nicoll v Cutts

 Dak-en Wandtechniek BV, Ubbink Isolatie BV v. *See* Ubbink Isolatie BV v Dak-en Wandtechniek BV (Case 136/87)
 Dallhold Estates (UK) Pty Ltd, Re [1992] 621, Ch D
 Dan Marbel Inc Ltd, Oshkosh B'Gosh Inc v. *See* Oshkosh B'Gosh Inc v Dan Marbel Inc Ltd
 Davis v Radcliffe [1990] 647, PC
 Dawson International plc v Coats Patons plc [1989] 233, CS (OH)
 — [1990] 560, CS (IH)
 Dawson Print Group Ltd, Re [1987] 601, Ch D
 Debenhams plc, Plummers Ltd v. *See* Plummers Ltd v Debenhams plc
 Debtor, Re a (No 222 of 1990), ex p Bank of Ireland [1992] 137, Ch D
 Denney v John Hudson & Co Ltd [1992] 901, CA
 Dept of Health and Social Security v Evans [1984] 125, QBD
 Dept of Trade and Industry, MacLaine Watson & Co Ltd v. *See* MacLaine Watson & Co Ltd v Dept of Trade and Industry
 Dept of Trade and Industry, Rayner (J H) (Mincing Lane) Ltd v. *See* Rayner (J H) (Mincing Lane) Ltd v Dept of Trade and Industry
 Desai, Secretary of State for Trade and Industry v, Re Probe Data Systems Ltd. *See* Probe Data Systems Ltd, Re (No 3), Secretary of State for Trade and Industry v Desai

- Devlin v Slough Estates Ltd [1983] 497, Ch D
 Dezonie, Cotronic (UK) Ltd v. *See* Cotronic (UK) Ltd v Dezonie
 Dibbens (E) & Sons Ltd (in liq), Re [1990] 577, Ch D
 Dickman, Caparo Industries plc v. *See* Caparo Industries plc v Dickman
 Director General of Fair Trading v Buckland [1990] 162, RPC
 Director of Serious Fraud Office, Smith v. *See* Smith v Director of Serious Fraud Office
 Distributors and Warehousing Ltd, Re [1986] 129, Ch D
 Dixon, PCW (Underwriting Agencies) Ltd v. *See* PCW (Underwriting Agencies) Ltd v Dixon
 Dodd, West Mercia Safetywear Ltd (in liq) v. *See* West Mercia Safetywear Ltd (in liq) v Dodd
 Doe Sport Ltd, ex p, Re a company (No 004055 of 1991). *See* Company, Re a (No 004055 of 1991), ex p Doe Sport Ltd
 Dorchester Finance Co Ltd v Stebbings [1989] 498, Ch D
 Douglas Construction Services Ltd, Re [1988] 397, Ch D
 Downs Wine Bar Ltd, Re [1990] 839, Ch D
 DPR Futures Ltd, Re [1989] 634, Ch D
 Dronsfield Bros Ltd, Lathia v. *See* Lathia v Dronsfield Bros Ltd
 DSQ Property Co Ltd v Lotus Cars Ltd [1987] 60, Ch D
 Dubai Bank Ltd v Galadari [1990] 90, Ch D
- Eagle Star Insurance Co Ltd, Bradley v. *See* Bradley v Eagle Star Insurance Co Ltd
 Eagle Trust plc v SBC Securities Ltd [1991] 438, Ch D
 Eagle Trust plc, Cowan de Groot Properties Ltd v. *See* Cowan de Groot Properties Ltd v Eagle Trust plc
 Eastern Capital Futures Ltd (in liq) [1989] 371, Ch D
 Ebeed v Soplex Wholesale Supplies Ltd, The Raffaella [1985] 404, CA
 ECM (Europe) Electronics Ltd, Re [1992] 814, Ch D
 Electrical Engineering Contracts (London) Ltd, ex p, Re a company (No 00962 of 1991). *See* Company, Re a (No 00962 of 1991), ex p Electrical Engineering Contracts (London) Ltd
 Elgindata Ltd, Re [1991] 959, Ch D
 Embassy Art Products Ltd, Re [1988] 1, Ch D
 Equiticorp Finance Group Ltd, Cheah v. *See* Cheah v Equiticorp Finance Group Ltd
 Equiticorp International plc, Re [1989] 597, Ch D
 Esal Commodities Ltd, Re [1985] 450, Ch D
 —[1989] 59, CA
 Esal (Commodities) Ltd (in liq), ex p. *See* R v Register of Companies, ex p Esal (Commodities) Ltd (in liq)
 Estate Acquisition and Development Ltd, ex p, Re a company (No 00314 of 1989). *See* Company, Re a (No 00314 of 1989), ex p Estate Acquisition and Development Ltd
 Eurocopy plc v Teesdale [1992] 1067, CA
 European American Banking Corp, UBAF Ltd v. *See* UBAF Ltd v European American Banking Corp
 European Home Products plc, Re [1988] 690, Ch D
 Evans (C) & Sons Ltd v Spritebrand Ltd and Sullivan [1985] 105, CA
 Evans v Clayhope Properties Ltd [1987] 418, Ch D
 —[1988] 238, CA
 Evans, Dept of Health and Social Security v. *See* Dept of Health and Social Security v Evans
 EVTR Ltd, Re [1986] 523, Ch D
 EVTR Re, Gilbert v Barber [1987] 646, CA
 Exchange Securities and Commodities Ltd, Re [1983] 186, Ch D
 —(No 2) [1985] 392, Ch D
 —(No 3) [1987] 425, Ch D
 Exchange Travel (Holdings) Ltd, Re [1991] 728, Ch D
 Exchange Travel Agency Ltd v Triton Property Trust plc [1991] 396, Ch D
 Exeter Trust Ltd v Screenways Ltd [1991] 888, CA
 Export Finance Co Ltd, Welsh Development Agency v. *See* Welsh Development Agency v Export Finance Co Ltd
 Export-Import Bank of Korea, South India Shipping Corp Ltd v. *See* South India Shipping Corp Ltd v Export-Import Bank of Korea
- F Ltd, ex p, Re a company (No 001029 of 1990). *See* Company, Re a (No 001029 of 1990), ex p F Ltd
 Fablehill Ltd, Re [1991] 830, Ch D
 Fagin's Bookshop plc, Re [1992] 118, Ch D
 Fairway Graphics Ltd, Re [1991] 468, Ch D
 Falcon RJ Developments Ltd, Re [1987] 437, Ch D
 Fanti, The. *See* Firma C-Trade SA v Newcastle Protection and Indemnity Association
 Fargro Ltd v Godfroy [1986] 370, Ch D
 Farley v Housing and Commercial Developments Ltd [1984] 422, QBD
 Farr (A E) Ltd, Re, Re Staverton Construction Ltd, Re Farr Securities Ltd, Re Farr plc [1992] 333, Ch D
 Fayed, ex p, R v Panel on Take-overs and Mergers, ex p Fayed. *See* R v Panel on Take-overs and Mergers, ex p Fayed
 Fayed, Lonrho plc v. *See* Lonrho plc v Fayed
 Fernforest Ltd, Re [1990] 693, Ch D

- Fin Soft Holding SA, ex p, Re a company (No 001946 of 1991). *See* Company, Re a (No 001946 of 1991), ex p Fin Soft Holding SA
- Financial Intermediaries and Brokers Regulatory Association, R v. *See* R v Financial Intermediaries and Brokers Regulatory Association, ex p Cochrane
- Financial Intermediaries, Managers and Brokers Regulatory Association, Securities and Investments Board v. *See* Securities and Investments Board v Financial Intermediaries Managers and Brokers Regulatory Association
- Firma C-Trade SA v Newcastle Protection and Indemnity Association [1990] 625, HL
- First Express Ltd, Re [1992] 824, Ch D
- First National Finance Corp Ltd v Goodman [1983] 203, CA
- First National Finance Corp plc, Edwin Hill & Partners (a firm) v. *See* Hill (Edwin) & Partners (a firm) v First National Finance Corp plc
- Fitness Centre (South East) Ltd, Re [1986] 518, Ch D
- Fletcher Hunt (Bristol) Ltd, Re [1989] 108, Ch D
- Forsyth Oil and Gas NL v Livia Pty Ltd [1985] 378, PC
- Foster and ors (bankrupts) (trustee) v Crusts [1986] 307, Ch D
- Fosters & Rudd Ltd, Re [1984] 279, Ch D
- Re Rudd & Son Ltd (a note) [1991] 378, CA
- Fowler, Lindholst & Co A/S v. *See* Lindholst & Co A/S v Fowler
- Francis, Buckingham v. *See* Buckingham v Francis
- Freeman Mathews Treasure Ltd, Carreras Rothmans Ltd v. *See* Carreras Rothmans Ltd v Freeman Mathews Treasure Ltd
- Freevale Ltd v Metrostore (Holdings) Ltd [1984] 72, Ch D
- French's (Wine Bar) Ltd, Re [1987] 499, Ch D
- FSA Business Software Ltd, Re [1990] 825, Ch D
- Galadari, Dubai Bank Ltd v. *See* Dubai Bank Ltd v Galadari
- Gallidoro Trawlers Ltd, Re [1991] 411, Ch D
- Garage Door Associates Ltd, Re [1983] 164, Ch D
- Garmanson Ltd, Mancetter Developments Ltd v. *See* Mancetter Developments Ltd v Garmanson Ltd
- Garton Western Ltd, Re [1989] 304, Ch D
- Gasco Investments (Netherlands) BV, Savings and Investment Bank Ltd v. *See* Savings and Investment Bank Ltd v Gasco Investments (Netherlands) BV
- Gatland, Horcal Ltd v. *See* Horcal Ltd v Gatland
- Geers Gross plc, Re [1987] 253, Ch D
- [1988] 140, CA
- Gilbert v Barber. *See* Re EVTR
- Godfroy, Fargo Ltd v. *See* Fargo Ltd v Godfroy
- Gomba Holdings UK Ltd v Homan, Gomba Holdings UK Ltd v Johnson Matthey Bankers Ltd [1986] 331, Ch D
- Gomba Holdings UK Ltd v Minorities Finance Ltd [1988] 60, Ch D
- [1989] 115, CA
- (No 2) [1992] 851, Ch D
- Goodman, Airborne Accessories Ltd v. *See* Andrabeil Ltd, Re, Airborne Accessories Ltd v Goodman
- Goodman, Chase Manhattan Equities Ltd v. *See* Chase Manhattan Equities Ltd v Goodman
- Goodman, First National Finance Corp Ltd v. *See* First National Finance Corp v Goodman
- Gossco (Groundworks) Ltd, Re [1988] 363, Ch D
- Grade (Lord) and Associated Communications Corp plc, Heron International Ltd v. *See* Heron International Ltd v Lord Grade and Associated Communications Corp plc
- Grantham, R v. *See* R v Grantham
- Gray, Investment and Pensions Advisory Service Ltd v. *See* Investment and Pensions Advisory Service Ltd v Gray
- Gray, TCB Ltd v. *See* TCB Ltd v Gray
- Greenwood, Jaybird Group Ltd v. *See* Jaybird Group Ltd v Greenwood
- Grosvenor Press plc, Re [1985] 286, Ch D
- Guinness plc v Saunders [1988] 43, Ch D
- [1988] 607, CA
- [1990] 402, HL
- Gulf Guarantee Bank plc, Parkstone Ltd v. *See* Parkstone Ltd v Gulf Guarantee Bank plc
- Haarhaus & Co GmbH v Law Debenture Trust Corp plc [1988] 640, QBD
- Halla Maritime Corp, Rhodian River Shipping Co SA v. *See* Rhodian River Shipping Co SA v Halla Maritime Corp, The Rhodian River, The Rhodian Sailor
- Halls v O'Dell, Re Latchford Construction Ltd. *See* Latchford Construction Ltd, Re, Halls v O'Dell
- Hamilton v Westpac Banking Corp, Margart Pty Ltd, Re. *See* Margart Pty Ltd, Re, Hamilton v Westpac Banking Corp
- Harold Lines Ltd, Capital Cameras Ltd v, (National Westminster Bank plc intervening). *See* Capital Cameras Ltd v Harold Lines Ltd (National Westminster Bank plc intervening)
- Harries, ex p, Re a company (No 005134 of 1986). *See* Re a company (No 005134 of 1986), ex p Harries
- Harris v Conway [1989] 28, Ch D

- Harris Simons Construction Ltd, Re [1989] 202, Ch D
Harrison v Thompson [1992] 833, Ch D
Harrods (Buenos Aires) Ltd, Re [1991] 69, Ch D
——[1991] 666, CA
Havelet Leasing Ltd, Arbuthnot Leasing International Ltd v. *See* Arbuthnot Leasing International Ltd v Havelet Leasing Ltd
Hawthorne, Niltan Carson Ltd (joint receivers and managers) v. *See* Niltan Carson Ltd (joint receivers and managers) v Hawthorne
Healing Research Trustee Co Ltd, Re [1991] 716, Ch D
Heffer, Simmonds v. *See* Simmonds v Heffer
Hendy Lennox (Industrial Engines) Ltd v Grahame Puttick Ltd [1984] 285, QBD
Herbert, Carney v. *See* Carney v Herbert
Heron International Ltd v Lord Grade and Associated Communications Corp plc [1983] 244, CA
Hewitt Brannan (Tools) Co Ltd, Re [1991] 80, Ch D
Hi-Fi Equipment (Cabinets) Ltd [1988] 65, Ch D
Hicks Anderson & Co (a firm), James McNaughton Papers Group Ltd v. *See* McNaughton (James) Papers Group Ltd v Hicks Anderson & Co (a firm)
Highfield Commodities Ltd, Re [1984] 623, Ch D
Highgrade Traders Ltd, Re [1983] 137, Ch D,
——[1984] 151, CA
Hilger Analytical Ltd v Rank Precision Industries Ltd [1984] 301, Ch D
Hill (Edwin) & Partners (a firm) v First National Finance Corp plc [1989] 89, CA
Hill Samuel Bank Ltd, Morgan Crucible Co plc v. *See* Morgan Crucible Co plc v Hill Samuel Bank Ltd
HM Treasury, ex p Daily Mail and General Trust plc, R v. *See* R v HM Treasury, ex p Daily Mail and General Trust plc
Hockerill Athletic Club Ltd (in liq), Re [1990] 921, Ch D
Holden, ex p, Re a company (No 00330 of 1991). *See* Company, Re a (No 00330 of 1991), ex p Holden
Holliday (LB) & Co Ltd, Re [1986] 227, Ch D
Homan, Gomba Holdings UK Ltd v. *See* Gomba Holdings UK Ltd v Homan, Gomba Holdings UK Ltd v Johnson Matthey Bankers Ltd
Home Treat Ltd, Re [1991] 705 Ch D
Hong Kong and Shanghai Banking Corp v Kloeckner & Co AG [1989] 776, QBD
Horcal Ltd v Gatland [1983] 60, QBD
——[1984] 549, CA
House of Fraser plc, Re [1987] 293, CS (IH)
House of Fraser plc v ACGE Investments Ltd [1987] 478, HL
Housing and Commercial Developments Ltd, Farley v. *See* Farley v Housing and Commercial Developments Ltd
Howard (R P) Ltd and Wittchell v Woodman Matthews & Co (a firm) [1983] 117, QBD
Howie and ors and Crawford's arbitration, Re [1990] 686, Ch D
Hudson (John) & Co Ltd, Denney v. *See* Denney v John Hudson & Co Ltd
Hurley, American Express International Banking Corp v. *See* American Express International Banking Corp v Hurley
Hydrosan Ltd, Re [1991] 418, Ch D
Imperial Motors (UK) Ltd, Re [1990] 29, Ch D
Improvement Services Ltd, Cornhill Insurance v. *See* Cornhill Insurance plc v Improvement Services Ltd
Instrumentation Electrical Services Ltd, Re [1988] 550, Ch D
Intermain Properties Ltd, Re [1986] 265, Ch D
International Bulk Commodities Ltd, Re [1992] 1074, CA
International Power Industries NV, Re [1985] 128, QBD
International Tin Council, Re [1987] 272, Ch D
——[1988] 404, CA
International Tin Council, Maclaine Watson & Co Ltd v. *See* Maclaine Watson & Co Ltd v International Tin Council
International Westminster Bank plc v Okeanos Maritime Corp [1987] 450, Ch D
Investment and Pensions Advisory Service Ltd v Gray [1990] 38, Ch D
Investment Management Regulatory Organisation Ltd, Bank of Scotland v. *See* Bank of Scotland Petitioner
Invicta Plastics Ltd, Jackson v. *See* Jackson v Invicta Plastics Ltd
Island Export Finance Ltd v Umunna [1986] 460, QBD
Islington Metal and Plating Works Ltd, Re [1983] 215, Ch D
Jaber v Science and Information Technology Ltd [1992] 764, Ch D
Jackson v Invicta Plastics Ltd [1987] 329, QBD
Jacob (Walter L) & Co Ltd, Re [1989] 345, CA
Jasaro v Standard Chartered Bank plc, Walker v Standard Chartered Bank plc. *See* Walker v Standard Chartered Bank plc, Jasaro v Standard Chartered Bank plc
Jaybird Group Ltd v Greenwood [1986] 319, Ch D
Jaymar Management Ltd, Re [1990] 617, Ch D
Jessel Securities Ltd, Re [1983] 1, CA

- Jessel Trust Ltd, Re [1985] 119, Ch D
- Johnson Matthey Bankers Ltd, Gomba Holdings UK Ltd v. *See* Gomba Holdings UK Ltd v Homan, Gomba Holdings UK Ltd v Johnson Matthey Bankers Ltd
- Johnson Matthey Bankers Ltd, Shamji v. *See* Shamji v Johnson Matthey Bankers Ltd
- Johnson, ex p, Re a company. *See* Company, Re a (No 004502 of 1988), ex p Johnson
- Jupiter House Investments (Cambridge) Ltd, Re [1985] 222, Ch D
- Kansal, R v. *See* R v Kansal
- Karnos Property Co Ltd, Re [1989] 340, Ch D
- Karpnale Ltd, Lipkin Gorman v. *See* Lipkin Gorman v Karpnale Ltd
- Katz, Newtherapeutics Ltd v. *See* Newtherapeutics Ltd v Katz
- Keenan Bros Ltd, Re [1985] 302, Ir HC
- [1986] 242, Ir SC
- Kemp, R v. *See* R v Kemp
- Kenyon Swansea Ltd, Re [1987] 514, Ch D
- Keypak Homecare Ltd, Re [1987] 409, Ch D
- [1990] 440, Ch D
- Kirbys Coaches Ltd, Re [1991] 414, Ch D
- Kloeckner & Co AG, Hong Kong and Shanghai Banking Corp v. *See* Hong Kong and Shanghai Banking Corp v Kloeckner & Co AG
- Kremer, ex p, Re a company (No 006834 of 1988). *See* Re a company (No 006834 of 1988), ex p Kremer
- Kuwait Asia Bank EC v National Mutual Life Nominees Ltd [1990] 868, PC
- Lancashire and Yorkshire Portfolio Management Ltd, Securities and Investments Board v. *See* Securities and Investments Board v Lancashire and Yorkshire Portfolio Management Ltd
- Land and Property Trust Co plc, Re [1991] 845, Ch D
- (No 2) [1991] 849, Ch D
- (No 3) [1991] 856, Ch D and CA
- Langridge, Secretary of State for Trade and Industry v. *See* Secretary of State for Trade and Industry v Langridge
- Latchford Construction Ltd, Re, Halls v O'Dell [1992] 265, CA
- Lathia v Dronsfield Bros Ltd [1987] 321, QBD
- Law Debenture Trust Corp plc, Haarhaus & Co GmbH v. *See* Haarhaus & Co GmbH v Law Debenture Trust Corp plc
- Lee International (Footwear) Ltd, John Wilkes (Footwear) Ltd v. *See* Wilkes (John) (Footwear) Ltd v Lee International (Footwear) Ltd
- Lee Panavision Ltd v Lee Lighting Ltd [1991] 575, Ch D
- [1992] 22, CA
- Lee Lighting Ltd, Lee Panavision Ltd v. *See* Lee Panavision Ltd v Lee Lighting Ltd
- Leslie, City Index Ltd v. *See* City Index Ltd v Leslie
- Levitt (Jeffrey S) Ltd, Re [1992] 250, Ch D
- Life Assurance and Unit Trust Regulatory Organisation Ltd, ex p Ross, R v. *See* R v Life Assurance and Unit Trust Regulatory Organisation Ltd, ex p Ross
- Lifecare International plc, Re [1990] 222, Ch D
- Lila (C) Ltd, Calmex Ltd v, Re Calmex Ltd. *See* Calmex Ltd, Re, Calmex Ltd v C Lila Ltd
- Linda Marie Ltd (in liq), Re [1989] 46, Ch D
- Lindholm & Co A/S v Fowler [1988] 166, CA
- Lines Bros Ltd, Re [1984] 215, Ch D
- (No 2) [1984] 227, Ch D
- Lipkin Gorman v Karpnale Ltd and Lloyds Bank plc [1987] 159, QBD
- [1989] 756, CA
- Littlejohn & Co, Lloyd Cheyham & Co Ltd v. *See* Lloyd Cheyham & Co Ltd v Littlejohn & Co
- Liverpool Commercial Vehicles Ltd, Re [1984] 587, Ch D
- Livia Pty Ltd, Forsayth Oil and Gas NL v. *See* Forsayth Oil and Gas NL v Livia Pty Ltd
- Lloyd (F H) Holdings plc, Re [1985] 293, Ch D
- Lloyd Cheyham & Co Ltd v Littlejohn & Co [1987] 303, QBD
- Lloyds and Scottish Finance Ltd v Cyril Lord Carpets Sales Ltd [1992] 609, HL
- Lo-Line Electric Motors Ltd, Re [1988] 698, Ch D
- London and Norwich Investment Services Ltd, Re [1988] 226, Ch D
- London and Suffolk Properties Ltd, Breckland Group Holdings Ltd v. *See* Breckland Group Holdings Ltd v London and Suffolk Properties Ltd
- London Iron and Steel Co Ltd, Re [1990] 372, Ch D
- London Life Assurance Ltd, Byng v. *See* Byng v London Life Assurance Ltd
- London School of Electronics Ltd, Re [1985] 273, Ch D
- London United Investments plc, Re [1992] 91, Ch D
- [1992] 285, CA
- Longcroft, Al-Nakib Investments (Jersey) Ltd v. *See* Al-Nakib Investments (Jersey) Ltd v Longcroft
- Lonrho plc, Re [1988] 53, Ch D
- (No 2) [1989] 309, Ch D
- (No 3) [1989] 480, Ch D
- (No 4) [1990] 151, Ch D
- Lonrho plc v Fayed [1989] 75, QBD

- [1989] 485, CA
- [1991] 779, HL
- Lonrho plc v Tebbit [1992] 67, Ch D
- Lord (Cyril) Carpets Sales Ltd, Lloyds and Scottish Finance Ltd v. *See* Lloyds and Scottish Finance Ltd v Cyril Lord Carpets Sales Ltd
- Lowerstoft Traffic Services Ltd, Re [1986] 81, Ch D
- Lowston Ltd, Re [1991] 570, Ch D
- Lunn, Mace Builders (Glasgow) Ltd v. *See* Mace Builders (Glasgow) Ltd v Lunn
- Lynch (J & B) Builders Ltd, Re [1988] 376, Ch D
- M & H Plant Hire (Manchester) Ltd, Taylors Industrial Flooring Ltd v. *See* Taylors Industrial Flooring Ltd v M & H Plant Hire (Manchester) Ltd
- Mac-Jordan Construction Ltd v Brookmount Erastin Ltd (in receivership) [1992] 350, CA
- Mace Builders (Glasgow) Ltd v Lunn [1985] 154, Ch D
- [1987] 55, CA
- McGuinness v Bremner plc [1988] 673, CS
- MacLaine Watson & Co Ltd v Dept of Trade and Industry [1987] 707, Ch D
- [1988] 404, CA
- [1990] 102, HL
- MacLaine Watson & Co Ltd v International Tin Council [1987] 653, Ch D
- [1988] 404, CA
- [1990] 102, HL
- McNaughton (James) Papers Group Ltd v Hicks Anderson & Co (a firm) [1991] 163, CA
- McNulty's Interchange Ltd, Re [1989] 709, Ch D
- Mainwaring, M H, Smith (Plant Hire) Ltd v. *See* Smith (M H) (Plant Hire) Ltd v Mainwaring
- Majestic Recording Studios Ltd, Re [1989] 1, Ch D
- Mancetter Developments Ltd v Garmanson Ltd [1986] 196, CA
- Manchester Ship Canal Co, Trident International Freight Services Ltd v. *See* Trident International Freight Services Ltd v Manchester Ship Canal Co
- Margart Pty Ltd, Re, Hamilton v Westpac Banking Corp [1985] 314, NSW SC
- Martin Coulter Enterprises Ltd, Re [1988] 12, Ch D
- Martin, Clough Mill Ltd v. *See* Clough Mill Ltd v Martin
- Maxwell Communications Corp plc, Re [1992] 465, Ch D
- Maxwell, Bishopsgate Investment Management Ltd v, Cooper v Maxwell, Mirror Group Newspapers plc v Maxwell. *See* Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell, Mirror Group Newspapers plc v Maxwell
- Maxwell, Cooper v, Bishopsgate Investment Management Ltd v Maxwell, Mirror Group Newspapers plc v Maxwell. *See* Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell, Mirror Group
- Maxwell, Mirror Group Newspapers plc v, Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell. *See* Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell, Mirror Group
- MB Group plc, Re [1989] 672, Ch D
- MC Bacon Ltd, Re [1990] 324, Ch D
- (No 2) [1990] 607, Ch D
- MCH Services Ltd, Re [1987] 535, Ch D
- Medialite Ltd, ex p, Re a company (No 001259 of 1991). *See* Company, Re a (No 001259 of 1991), ex p Medialite Ltd
- Medisco Equipment Ltd, Re [1983] 305 Ch D
- Melcast (Wolverhampton) Ltd, Re [1991] 288, Ch D
- Memco Engineering Ltd, Re [1985] 424, Ch D
- Metrostore (Holdings) Ltd, Freevale Ltd v. *See* Freevale Ltd v Metrostore (Holdings) Ltd
- Miles (R) (Confectioners) Ltd, E V Saxton & Sons Ltd v. *See* Saxton (E V) & Sons Ltd v R Miles (Confectioners) Ltd
- Ministère Public v Blanguernon (Case C-38/39) [1991] 635, CJEC
- Minorities Finance Ltd, Gomba Holdings UK Ltd v. *See* Gomba Holdings UK Ltd v Minorities Finance Ltd
- Minorities Finance Ltd, Gomba Holdings (UK) Ltd v (No 2). *See* Gomba Holdings (UK) Ltd v Minorities Finance Ltd (No 2)
- Minster Assets plc, Re [1985] 200, Ch D
- Mirror Group Newspapers plc v Maxwell, Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell. *See* Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell, Mirror Group
- Modern Engineers of Bristol (Holdings) plc, Telemetrix plc v. *See* Telemetrix plc v Modern Engineers of Bristol (Holdings) plc
- Morgan Crucible Co plc v Hill Samuel Bank Ltd [1991] 18, Ch D
- [1991] 178, CA
- Movitex Ltd, Re [1990] 785, Ch D
- [1992] 419, CA
- Movitex Ltd v Bulfield [1988] 104, Ch D
- Multi Guarantee Co Ltd, Re [1987] 257, CA
- Multinational Gas and Petrochemical Co v Multinational Gas and Petrochemical Services Ltd [1983] 461, CA

- Multinational Gas and Petrochemical Services Ltd, *Multinational Gas and Petrochemical Co v. See*
Multinational Gas and Petrochemical Co v Multinational Gas and Petrochemical Services Ltd
 Munro Corporate plc, *System Control plc v. See System Control plc v Munro Corporate plc*
 Mutual Life Insurance Co of New York v Rank Organisation Ltd [1985] 11, Ch D
- Nadir, *Polly Peck International plc v. See Polly Peck International plc v Nadir*
 National Dock Labour Board v Pinn & Wheeler Ltd [1989] 647, QBD
 National Mutual Life Nominees Ltd, *Kuwait Asia Bank EC v. See Kuwait Asia Bank EC v National*
Mutual Life Nominees Ltd
 National Union of Mineworkers (Derbyshire Area), *Taylor v. See Taylor v National Union of*
Mineworkers (Derbyshire Area)
 National Westminster Bank plc v Riley [1986] 268, CA
 National Westminster Bank plc, *Stanfield Properties Ltd v. See Stanfield Properties Ltd v National*
Westminster Bank plc
 Newcastle Protection and Indemnity Association, *Firma C-Trade SA v. See Firma C-Trade SA v*
Newcastle Protection and Indemnity Association
 Newman Shopfitters (Cleveland) Ltd, *Re* [1991] 407, Ch D
 Newport County Association Football Club Ltd, *Re* [1987] 582, Ch D
 Newtherapeutics Ltd v Katz [1990] 700, Ch D
 Nicholas, ex p, *Re a company (No 002470 of 1988). See Company, Re a (No 002470 of 1988), ex p*
Nicholas
 Nicol v Cutts [1985] 322, CA
 Niltan Carson Ltd (joint receivers and managers) v Hawthorne [1988] 298, QBD
 No 1 London Ltd, *Re* [1991] 501, Ch D
 Noble (R A) & Sons (Clothing) Ltd, *Re* [1983] 273, Ch D
 Norman Holding Co Ltd, *Re* [1991] 1, Ch D
 Norman v Theodore Goddard (a firm) (Quirk, third party) [1991] 1028, Ch D
 Norse Self Build Association Ltd, *Re* [1985] 219, Ch D
 Northavon DC, *Ratford v. See Ratford v Northavon DC*
 Northern Bank Development Corp Ltd, *Russell v. See Russell v Northern Bank Development Corp Ltd*
Northern Bank Ltd v Ross [1991] 504, NI CA
 Norton Warburg Holdings Ltd and Norton Warburg Investment Management Ltd, *Re* [1983] 235, Ch D
 NRG Vision Ltd v Churchfield Leasing Ltd [1988] 624, Ch D
 NS Distribution Ltd, *Re* [1990] 169, Ch D
 Nuneaton Borough Association Football Club Ltd, *Re* [1989] 454, CA
 Nurcombe v Nurcombe [1984] 557, CA
 Nyckeln Finance Co Ltd, ex p, *Re a company (No 003102 of 1991). See Company, Re a (No 003102*
of 1991), ex p Nyckeln Finance Co Ltd
- OC (Transport) Services Ltd, *Re* [1984] 251, Ch D
 OCP Repartition SA, *Blum v. See Blum v OCP Repartition SA*
 O'Dell, *Halls v. See Halls v O'Dell*
 Official Custodian of Charities v Parway Estates Ltd (in liq) [1984] 309, CA
 O'Hara v Allied Irish Banks [1985] 52, Ch D
 Okeanos Maritime Corp, *International Westminster Bank plc v. See International Westminster Bank plc*
v Okeanos Maritime Corp
 Opera Photographic Ltd, *Re* [1989] 763, Ch D
 Oriel Ltd, *Re* [1984] 241, Ch D
 —[1985] 343, CA
 Oshkosh B'Gosh Inc v Dan Marbel Inc Ltd [1989] 507, CA
 Ossory Estates plc, *Re* [1988] 213, Ch D
 Oxborough, *Bratton Seymour Service Co Ltd v. See Bratton Seymour Service Co Ltd v Oxborough*
- P & C and R & T (Stockport) Ltd, *Re* [1991] 366, Ch D
 Padre Island, The. *See Firma C-Trade SA v Newcastle Protection and Indemnity Association*
 Palmer Marine Surveys Ltd *Re* [1986] 106, Ch D
 Panel on Take-overs and Mergers, ex p Guinness plc, *R v. See R v Panel on Take-overs and Mergers,*
ex p Guinness plc
 Panel on Take-overs and Mergers, *R v, ex p Fayed. See R v Panel on Take-overs and Mergers, ex p*
Fayed.
 Panessar, Bank of Baroda v. *See Bank of Baroda v Panessar*
 Pantell SA, *Securities and Investments Board v. See Securities and Investments Board v Pantell SA*
Pantell SA, Securities and Investments Board v(No 2). See Securities and Investments Board v Pantell
SA (No 2)
 Papi, Casson Beckman & Partners (a firm) v. *See Casson Beckman & Partners (a firm) v Papi*
 Paramount Airways Ltd, *Re* [1991] 767, Ch D
 —[1992] 710, CA
 Parfums Rothschild SARL, *SAR Schotte GmbH v. See SAR Schotte GmbH v Parfums Rothschild*
SARL
 Park Business Interiors Ltd v Park [1992] 1034, CS (OH)
 Park, *Park Business Interiors Ltd v. See Park Business Interiors Ltd v Park*
 Parkstone Ltd v Gulf Guarantee Bank plc [1990] 850, Ch D

- Parkway Estates Ltd (in liq), Official Custodian of Charities v. *See* Official Custodian of Charities v Parkway Estates Ltd (in liq)
- PCW (Underwriting Agencies) Ltd v Dixon [1983] 105, QBD
- [1983] 115, CA
- Peachdart Ltd, Re [1983] 225, Ch D
- Peake's Abattoirs Ltd, Re [1986] 73, Ch D
- Peek Foods Ltd, Rackham v. *See* Rackham v Peek Foods Ltd
- Perfectair Holdings Ltd, Re [1990] 423, Ch D
- Perion Ltd, Aveling Barford Ltd v. *See* Aveling Barford Ltd v Perion Ltd
- Permanent Houses (Holdings) Ltd, Re [1988] 563, Ch D
- Pfeiffer (E) Weinkellerei-Weineinkauf GmbH & Co v Arbutnot Factors Ltd [1987] 522, QBD
- Philatelic Distribution Corp, A-G for Tuvalu v. *See* A-G for Tuvalu v Philatelic Distribution Corp
- Phoenix Properties Ltd v Wimpole Street Nominees Ltd [1992] 737, Ch D
- Phoenix Property and Investment Co Ltd, Tett v. *See* Tett v Phoenix Property and Investment Co Ltd
- Piccadilly Radio plc, Re [1989] 683, Ch D
- Pinn & Wheeler Ltd, National Dock Labour Board v. *See* National Dock Labour Board v Pinn & Wheeler Ltd
- Pitman (Harold M) & Co v Top Business Systems (Nottingham) Ltd [1984] 593, Ch D
- Planning Research and Systems plc, AMEC Properties Ltd v. *See* AMEC Properties Ltd v Planning Research and Systems plc
- Pleatfine Ltd, Re [1983] 102, Ch D
- Plummers Ltd v Debenhams plc [1986] 447, Ch D
- Polly Peck International plc, Re [1992] 1025, Ch D
- Polly Peck International plc v Nadir [1992] 746, Ch D
- Portrafram Ltd, Re [1986] 533, Ch D
- Posgate & Denby (Agencies) Ltd, Re [1987] 8, Ch D
- Potters Oils Ltd, Re [1985] 203, Ch D
- (No 2) [1986] 98, Ch D
- Powdrill, Bristol Airport plc v. *See* Bristol Airport plc v Powdrill
- Practice Direction (Companies Court: chambers) [1984] 534, Ch D
- Practice Direction (winding up: advertisement of petition) [1986] 252, Cos Ct
- Practice Direction (winding up: petition by contributory) (Ch 1/90) [1990] 452, Ch D
- Precision Dippings Ltd v Precision Dippings Marketing Ltd [1985] 385, CA
- Precision Dippings Marketing Ltd, Precision Dippings Ltd v. *See* Precision Dippings Ltd v Precision Dippings Marketing Ltd
- Price Waterhouse (a firm) v BCCI Holdings (Luxembourg) SA [1992] 583, Ch D
- Prime Metal Trading Ltd, Re [1984] 543, Ch D
- Primlaks (UK) Ltd, Re [1989] 734, Ch D
- (No 2) [1990] 234, Ch D
- Probe Data Systems Ltd, Re [1989] 561, Ch D
- (No 2) [1990] 574, Ch D
- (No 3) [1991] 586, Ch D
- Probe Data Systems Ltd, Re (No 3), Secretary of State for Trade and Industry v Desai [1992] 405, CA
- Produce Marketing Consortium Ltd, Re [1989] 513, Ch D
- (No 2) [1989] 520, Ch D
- Punjab National Bank, Rome v (No 2). *See* Rome v Punjab National Bank (No 2)
- Purchase & Sons (Farms) Ltd, Burgess v. *See* Burgess v Purchase & Sons (Farms) Ltd
- Purpoint Ltd, Re [1991] 491, Ch D
- Puttick (Grahame) Ltd, Hendy Lennox (Industrial Engines) Ltd v. *See* Hendy Lennox (Industrial Engines) Ltd v Grahame Puttick Ltd
- Quest Cae Ltd, Re [1985] 266, Ch D
- Quickdome Ltd, Re [1988] 370, Ch D
- R v Boal [1992] 872, CA
- R v Campbell (Archibald James) [1984] 83, CA
- R v Clowes [1992] 1158, CCC
- R v Cox, R v Hodges [1983] 169, CA
- R v Cross [1991] 125, Ch D
- R v Financial Intermediaries and Brokers Regulatory Association, ex p Cochrane [1991] 106, QBD
- R v Grantham [1984] 270, CA
- R v H M Treasury, ex p Daily Mail and General Trust plc [1989] 206, CJEC
- R v Hodges. *See* R v Cox, R v Hodges
- R v Kansal [1992] 1009, CA
- R v Kemp [1988] 217, CA
- R v Life Assurance and Unit Trust Regulatory Organisation Ltd, ex p Ross [1992] 34, QBD and QBD DC
- R v Panel on Take-overs and Mergers, ex p Datafin and Prudential- Bache Securities Inc [1987] 104, CA
- R v Panel on Take-overs and Mergers, ex p Fayed [1992] 938, CA
- R v Panel on Take-overs and Mergers, ex p Guinness plc [1989] 255, CA
- R v Registrar of Companies, ex p A-G [1991] 476, QBD

- R v Registrar of Companies, ex p Central Bank of India [1985] 465, CA
 R v Registrar of Companies, ex p Esal (Commodities) Ltd (in liq) [1985] 84, QBD
 R v Secretary of State for Trade and Industry, ex p R [1989] 377, QBD
 R v Seelig [1991] 869, CA
 Rackham v Peek Foods Ltd [1990] 895, Ch D
 Radcliffe, Davis v. *See* Davis v Radcliffe
 Raffaella, The. *See* Ebeed v Soplex Wholesale Supplies Ltd
 Rafidain Bank, Re [1992] 301, Ch D
 Rafsanjan Pistachio Producers Co-op v Reiss [1990] 352, QBD
 Randall (Derek) Enterprises Ltd (in liq) v Randall [1991] 379, Ch D and CA
 Randall, Derek Randall Enterprises Ltd (in liq) v. *See* Randall (Derek) Enterprises Ltd (in liq) v Randall
 Rank Organisation Ltd, Mutual Life Insurance Co of New York v. *See* Mutual Life Insurance Co of New York v Rank Organisation Ltd
 Rank Precision Industries Ltd, Hilger Analytical Ltd v. *See* Hilger Analytical Ltd v Rank Precision Industries Ltd
 Ratford v Northavon DC [1986] 397, CA
 Ratherns Group plc, Re [1988] 685, Ch D
 Rayner (J H) (Mincing Lane) Ltd v Dept of Trade and Industry [1987] 667, QBD
 —[1988] 404, CA
 —[1990] 102, HL
 Real Estate Development Co, Re [1991] 210, Ch D
 Registrar of Companies, Business Computer International Ltd v. *See* Business Computers International Ltd v Registrar of Companies
 Registrar of Companies, R v, ex p A-G. *See* R v Registrar of Companies, ex p A-G
 Registrar of Companies, R v, ex p Central Bank of India. *See* R v Registrar of Companies, ex p Central Bank of India
 Registrar of Companies, R v, ex p Esal (Commodities) Ltd (in liq). *See* R v Registrar of Companies, ex p Esal (Commodities) Ltd (in liq)
 Reiss, Rafsanjan Pistachio Producers Co-op v. *See* Rafsanjan Pistachio Producers Co-op v Reiss
 Rhodes v Allied Dunbar Pension Services Ltd, Re Offshore Ventilation Ltd [1988] 186, Ch D
 —[1989] 318, CA
 Rhodes (J T) Ltd, Re [1987] 77, Ch D
 Rhodian River Shipping Co SA v Halla Maritime Corp, The Rhodian River, The Rhodian Sailor [1984] 139, QBD
 Ricardo Group plc, Re [1989] 566, Ch D
 —(No 2) [1989] 766, Ch D
 —(No 3) [1989] 771, Ch D
 Riley, National Westminster Bank plc v. *See* National Westminster Bank plc v Riley
 RKO Pictures Inc v Cannon Screen Entertainment Ltd [1990] 364, QBD
 Roberts Petroleum Ltd v Bernard Kenny Ltd [1983] 28, HL
 Rochem Ltd, Sybron Corp v. *See* Sybron Corp v Rochem Ltd
 Rollaway Shower Blinds Ltd, Bondina Ltd v. *See* Bondina Ltd v Rollaway Shower Blinds Ltd
 Rolled Steel Products (Holdings) Ltd v British Steel Corp [1984] 466, CA
 Rome v Punjab National Bank (No 2) [1989] 328, QBD
 —[1990] 20, CA
 Ross, ex p, R v Life Assurance and Unit Trust Regulatory Organisation Ltd. *See* R v Life Assurance and Unit Trust Regulatory Organisation Ltd, ex p Ross
 Ross, Northern Bank Ltd v. *See* Northern Bank Ltd v Ross
 Rousell, ex p, Re a company (No 0013925 of 1991). *See* Company, Re a (No 0013925 of 1991), ex p Rousell
 Rover International Ltd v Cannon Film Sales Ltd [1987] 540, Ch D
 —[1988] 710, CA
 Rowbotham Baxter Ltd, Re [1990] 397, Ch D
 Royal Liver Trustees Ltd, Tempny v. *See* Tempny v Royal Liver Trustees Ltd
 Royal Trust Bank v Buchler [1989] 130, Ch D
 Rudd & Son Ltd, Re [1984] 279, Ch D
 —[1991] 378, CA
 Runciman (Walter) plc, Runciman v. *See* Runciman v Walter Runciman plc
 Runciman v Walter Runciman plc [1992] 1084, QBD
 Russell v Northern Bank Development Corp Ltd [1992] 431, NI CA
 —[1992] 1016, HL
 Sabre International Products Ltd, Re [1991] 470, Ch D
 Salcombe Hotel Development Co Ltd, Re [1991] 44, Ch D
 Samuelson, Abrams v, Wilton Group plc v Abrams. *See* Wilton Group plc v Abrams, Abrams v Samuelson
 Sandwell Copiers Ltd, Re [1988] 209, Ch D
 SAR Schotte GmbH v Parfums Rothschild SARL [1992] 235, CJEK
 Saunders (G L) Ltd, Re [1986] 40, Ch D
 Saunders, Guinness plc v. *See* Guinness plc v Saunders
 Savings and Investment Bank Ltd v Gasco Investments (Netherlands) BV [1984] 179, Ch D
 Saxton (E V) & Sons Ltd v R Miles (Confectioners) Ltd [1983] 70, Ch D

- SBC Securities Ltd, Eagle Trust plc v. *See* Eagle Trust plc v SBC Securities Ltd
- Scandinavian Bank Group plc, *Re* [1987] 220, Ch D
- Schwarz, *Ex p*, *Re* a company (No 005685 of 1988). *See* *Re* a company (No 005685 of 1988), *ex p* Schwarz
- (No 2). *See* *Re* a company (No 005685 of 1988), *ex p* Schwarz (No 2)
- Science and Information Technology Ltd, Jaber v. *See* Jaber v Science and Information Technology Ltd
- SCL Building Services Ltd, *Re* [1990] 98, Ch D.
- Screenways Ltd, Exeter Trust Ltd v. *See* Exeter Trust Ltd v Screenways Ltd
- Scrimgeour Vickers (Asset Management) Ltd, Smith New Court Securities Ltd v, (Roberts, third party).
See Smith New Court Securities Ltd v Scrimgeour Vickers (Asset Management) Ltd (Roberts, third party)
- Seagull Manufacturing Co Ltd (in liq), *Re* [1992] 1, Ch D
- Secretary of State for Trade and Industry v Clowes [1992] 805, Ch D
- Secretary of State for Trade and Industry v Desai, *Re* Probe Data Systems Ltd (No 3). *See* Probe Data Systems Ltd, *Re* (No 3), Secretary of State for Trade and Industry v Desai
- Secretary of State for Trade and Industry v Langridge [1991] 543, CA
- Secretary of State for Trade and Industry, *ex p* R, *R v*. *See* *R v* Secretary of State for Trade and Industry, *ex p* R
- Securities and Investments Board v Financial Intermediaries Managers and Brokers Regulatory Association [1991] 815, Ch D
- Securities and Investments Board v Lancashire and Yorkshire Portfolio Management Ltd [1992] 281, Ch D
- Securities and Investments Board v Pantell SA [1989] 590, Ch D
- (No 2) [1992] 58, Ch D
- Securities and Investments Board v Vandersteen Associates NV [1991] 206, Ch D
- Seelig, *R v*. *See* *R v* Seelig
- Sensky (Peter) Associates (a firm), *Ex p*, *re* a company (No 003640 of 1989). *See* Company, *Re* a (No 003640 of 1989), *ex p* Peter Sensky Associates (a firm)
- Sensky (Peter) Associates (a firm), *Ex p*, *re* a company (No 003641 of 1989). *See* Company, *Re* a (No 003640 of 1989), *ex p* Peter Sensky Associates (a firm)
- Sevenoaks Stationers (Retail) Ltd, *Re* [1990] 668, Ch D
- [1991] 325, CA
- Shamji v Johnson Matthey Bankers Ltd [1986] 278, Ch D
- [1991] 36, CA
- Shaw (Joshua) & Sons Ltd, *Re* [1989] 362, Ch D
- Shearing & Loader Ltd, *Re* [1991] 764, Ch D
- Sherratt (WA) Ltd v John Bromley (Church Stretton) Ltd [1985] 170, CA
- Shoe Lace Ltd, *Re* [1992] 636, Ch D
- Shooter, *Ex p*, *re* a company (No 00789 of 1987). *See* Company, *Re* a (No 00789 of 1987), *ex p* Shooter
- (No 2). *See* Company, *Re* a (No 00789 of 1987), *ex p* Shooter (No 2)
- Shusella Ltd, *Re* [1983] 505, Ch D
- Simmonds v Heffer [1983] 298, Ch D
- Slough Estates Ltd, Devlin v. *See* Devlin v Slough Estates Ltd
- Smallman Construction Ltd, *Re* [1989] 420, Ch D
- Smith v Croft [1986] 207, Ch D
- (No 2) [1987] 206, Ch D
- (No 3) [1987] 355, Ch D
- Smith (M H) (Plant Hire) Ltd v Mainwaring [1986] 342, CA
- Smith New Court Securities Ltd v Scrimgeour Vickers (Asset Management) Ltd (Roberts, third party) [1992] 1104, Ch D
- Smith v Director of Serious Fraud Office [1992] 879, HL
- Snow (John) & Co Ltd v D B G Woodcroft & Co Ltd [1985] 54, QBD
- Société General pour Favoriser le Développement du Commerce et de l'Industrie en France SA, Baden, Delvaux and Lecuit v. *See* Baden, Delvaux and Lecuit v Société General pour Favoriser le Développement du Commerce et de l'Industrie en France SA
- Socony Mobil Oil Co Inc v West of England Ship Owners Mutual Insurance Association (London) Ltd. *See* Firma C-Trade SA v Newcastle Protection and Indemnity Association
- Soplex Wholesale Supplies Ltd, Ebeed v. *See* Ebeed v Soplex Wholesale Supplies Ltd
- Sorge (AV) & Co Ltd, *Re* [1986] 490, Ch D
- South India Shipping Corp Ltd v Export-Import Bank of Korea [1985] 163, CA
- Southbourne Sheet Metal Co Ltd, *Re* [1992] 361, Ch D
- S-P, *Ex p*, *Re* a company (No 001363 of 1988). *See* *Re* a company (No 001363 of 1988), *ex p* S-P
- Space Investments Ltd v Canadian Imperial Bank [1986] 485, PC
- Specialist Plant Services Ltd v Braithwaite Ltd [1987] 1, CA
- Spritebrand Ltd and Sullivan, Evans (C) & Sons Ltd v. *See* Evans (C) & Sons Ltd v Spritebrand Ltd and Sullivan
- Standard Chartered Bank plc, Jasaro SA v, Walker v Standard Chartered Bank plc. *See* Walker v Standard Chartered Bank plc, Jasaro SA v Standard Chartered Bank plc
- Standard Chartered Bank plc, Walker v, Jasaro SA v Standard Chartered Bank plc. *See* Walker v Standard Chartered Bank plc, Jasaro SA v Standard Chartered Bank plc
- Standard Chartered Bank v Walker, TSB Bank plc v Walker [1992] 603, Ch D

- Stanfield Properties Ltd v National Westminster Bank plc (London and County Securities Ltd, third party) [1983] 197, Ch D
- Stanford Services Ltd, Re [1987] 607, Ch D
- Staverton Construction Ltd, Re, Re Farr (A E) Ltd, Re Farr Securities Ltd, Re Farr plc. *See* Farr (A E) Ltd, Re, Re Staverton Construction Ltd, Re Farr Securities Ltd, Re Farr plc
- Stebbings, Dorchester Finance Co Ltd v. *See* Dorchester Finance Co Ltd v Stebbings
- Stewarts (Brixton) Ltd, Re [1985] 4, Ch D
- Sticky Fingers Restaurant Ltd, Re [1992] 84, Ch D
- Sugar Properties (Derisley Wood) Ltd, Re [1988] 146, Ch D
- Sun Life Assurance Co of Canada (UK) Ltd, British Bank of the Middle East v. *See* British Bank of the Middle East v Sun Life Assurance Co of Canada (UK) Ltd
- Supasave Retail Ltd v Coward Chance (a firm) [1991] 519, Ch D
- Surplus Properties (Huddersfield) Ltd, Re [1984] 89, Ch D
- Swindon Town Football Co Ltd, Re [1990] 467, Ch D
- Sybron Corp v Rochem Ltd [1983] 43, CA
- Synthetic Technology Ltd, Re [1990] 378, Ch D
- Synthetic Technology Ltd, Astor Chemicals Ltd v. *See* Astor Chemicals v Synthetic Technology Ltd
- System Control plc v Munro Corporate plc [1990] 659, Ch D
- Tahansan Sdn Bhd, Tay Bok Choon v. *See* Tay Bok Choon v Tahansan Sdn Bhd
- Tansoft Ltd, Re [1991] 339, Ch D
- Tasbian Ltd, Re (No 1) [1989] 720, Ch D
- (No 1) [1991] 54, CA
- (No 2) [1991] 59, CA
- (No 3) [1991] 792, Ch D
- Tay Bok Choon v Tahansan Sdn Bhd [1987] 472, PC
- Taylor v National Union of Mineworkers (Derbyshire Area) [1985] 237, Ch D
- Taylor's Industrial Flooring Ltd v M & H Plant Hire (Manchester) Ltd [1990] 216, CA
- TCB Ltd v Gray [1986] 113, Ch D
- [1988] 281, CA
- Tebbit, Lonrho plc v. *See* Lonrho plc v Tebbit
- Tecnon Investments Ltd, Re [1985] 434, CA
- Teesdale, Eurocopy plc v. *See* Eurocopy plc v Teesdale
- Telemetrix plc v Modern Engineers of Bristol (Holdings) plc [1985] 213, Ch D
- Tempany v Royal Liver Trustees Ltd [1984] 568, Ir HC
- Tempest Diesels Ltd, Charterhouse Investment Trust Ltd v. *See* Charterhouse Investment Trust Ltd v Tempest Diesels Ltd
- Tett v Phoenix Property and Investment Co Ltd [1984] 599, Ch D
- [1986] 149, CA
- TH Knitwear Ltd, Customs and Excise Comrs v. *See* Customs and Excise Comrs v TH Knitwear Ltd
- TH Knitwear (Wholesale) Ltd, Re [1987] 86, Ch D
- Theakston v London Trust plc [1984] 390, Ch D
- Theodore Goddard (a firm), Norman v, (Quirk, third party). *See* Norman v Theodore Goddard (a firm) (Quirk, third party)
- Thompson, Harrison v. *See* Harrison v Thompson
- Thorn EMI plc, Re [1989] 612, Ch D
- Thyssen Edelstahlwerke AG, Armour v. *See* Armour v Thyssen Edelstahlwerke AG
- Time Utilising Business Systems Ltd, Re [1990] 568, Cyt Ct
- Tip-Europe Ltd, Re [1988] 231, Ch D
- Tjmond Properties Ltd, American Home Assurance v. *See* American Home Assurance v Tjmond Properties Ltd
- Todd (L) (Swanscombe) Ltd, Re [1990] 454, Ch D
- Tomkins (H J) & Son Ltd, Re [1990] 76, Ch D
- Top Business Systems (Nottingham) Ltd, Harold Pitman & Co v. *See* Pitman (Harold) & Co v Top Business Systems (Nottingham) Ltd
- TOSG Trust Fund Ltd, Barclays Bank Ltd v. *See* Barclays Bank Ltd v TOSG Trust Fund Ltd
- TR Technology Investment Trust plc, Re [1988] 256, Ch D
- Tramway Building and Construction Co Ltd, Re [1987] 632, Ch D
- Transcontinental Insurance Services Ltd, Ex p, re a company (No 008122 of 1989). *See* Company, Re a (No 008122 of 1989), ex p Transcontinental Insurance Services Ltd
- Travel Mondial (UK) Ltd, Re [1991] 120, Ch D
- Trident International Freight Services Ltd v Manchester Ship Canal Co [1990] 263, CA
- Trinity Estates plc, Bradman v. *See* Bradman v Trinity Estates plc
- Triton Property Trust plc, Exchange Travel Agency Ltd v. *See* Exchange Travel Agency Ltd v Triton Property Trust plc
- TSB Bank plc v Walker, Standard Chartered Bank v Walker. *See* Standard Chartered Bank v Walker, TSB Bank plc v Walker
- Tse Kwong Lam v Wong Chit Sen [1983] 88, PC
- Tudor Grange Holdings Ltd v Citibank NA [1991] 1009, Ch D
- Turner (P) (Wilsden) Ltd, Re [1987] 149, CA
- UBAF Ltd v European American Banking Corp [1984] 112, CA

- Ubbink Isolatie BV v Dak-en Wandtechniek BV (Case 136/87) [1990] 182, CJEC
- Umunna, Island Export Finance Ltd v. *See* Island Export Finance Ltd v Umunna
- Unit 2 Windows Ltd, Re [1986] 31, Ch D
- Urethane Engineering Products Ltd, Re [1988] 128, Ch D
- [1991] 48, CA
- Vandersteen Associates NV, Securities and Investments Board v. *See* Securities and Investments Board v Vandersteen Associates NV
- Vaughan, Barlow Clowes International Ltd (in liq) v. *See* Barlow Clowes International Ltd (in liq) v Vaughan
- Verderame v Commercial Union Assurance Co plc [1992] 793, CA
- Virdi v Abbey Leisure Ltd [1989] 619, Ch D
- [1990] 342, CA
- Virgo Systems Ltd, Re [1990] 34, Ch D
- Vujnovich v Vujnovich [1990] 227, PC
- W, Ex p, re a company (No 002708 of 1989). *See* Company, Re a (No 002708 of 1989), ex p W
- Walker v Standard Chartered Bank plc, Jasaro v Standard Chartered Bank plc [1992] 535, CA
- Walker, Standard Chartered Bank v, TSB Bank plc v Walker. *See* Standard Chartered Bank v Walker, TSB Bank plc v Walker
- Walker, TSB Bank plc v, Standard Chartered Bank v Walker. *See* Standard Chartered Bank v Walker, TSB Bank plc v Walker
- Wallace Smith & Co Ltd, Re [1992] 970, Ch D
- Wallace Smith Group Ltd, Re [1992] 989, Ch D
- Webb Electrical Ltd, Re [1988] 382, Ch D
- Weldtech Equipment Ltd, Re [1991] 393, Ch D
- Welfab Engineers Ltd, Re [1990] 833, Ch D
- Weller (Sam) & Sons Ltd, Re [1990] 80, Ch D
- Welsh Development Agency v Export Finance Co Ltd [1991] 936, Ch D
- [1992] 148, CA
- Welsh Irish Ferries Ltd, Re [1985] 327, Ch D
- Wessex Computer Stationers Ltd, Re [1992] 366, Ch D
- West Mercia Safetywear Ltd (in liq) v Dodd [1988] 250, CA
- West of England Ship Owners Mutual Insurance Association (London) Ltd, Socony Mobil Oil Co Inc v. *See* Firma C-Trade SA v Newcastle Protection and Indemnity Association
- West-Tech plc, Re, re West-Tech International Ltd [1989] 600, Ch D
- Westdock Realisations Ltd, Re [1988] 354, Ch D
- Westminster Property Group plc [1984] 459, Ch D
- [1985] 188, CA
- Westpac Banking Corp, Hamilton v, Re Margart Pty Ltd. *See* Margart Pty Ltd, Re, Hamilton v Westpac Banking Corp
- Whyte (G T) & Co Ltd, Re [1983] 311, Ch D
- Wilkes (John) (Footwear) Ltd v Lee International (Footwear) Ltd [1985] 444, CA
- Willaire Systems plc, Re [1987] 67, CA
- Willowbrook International Ltd, Barclays Bank plc v. *See* Barclays Bank plc v Willowbrook International Ltd
- Wilson Vehicle Distribution Ltd v Colt Car Co Ltd [1984] 93, QBD
- Wilton Group plc v Abrams, Abrams v Samuelson [1991] 315, Ch D
- Wimpole Street Nominees Ltd, Phoenix Properties Ltd v. *See* Phoenix Properties Ltd v Wimpole Street Nominees Ltd
- Windward Islands (Enterprises) UK Ltd, Re [1983] 293, Ch D
- Winkworth v Edward Baron Development Co Ltd [1987] 193, HL
- Wong Chit Sen. Tse Kwong Lam v. *See* Tse Kwong Lam v Wong Chit Sen
- Woodcroft (D B G) & Co Ltd, John Snow & Co Ltd v. *See* Snow (John) & Co Ltd v D B G Woodcroft & Co Ltd
- Woodman Matthews & Co (a firm), R P Howard Ltd and Witchell v. *See* Howard (R P) Ltd and Witchell v Woodman Matthews & Co (a firm)
- Woodroffes (Musical Instruments) Ltd, Re [1985] 227, Ch D
- (No 2) [1992] 544, CA
- Workvale Ltd, Re [1991] 528, Ch D
- (No 2) [1991] 531, Ch D
- (No 2) [1992] 544, CA
- Wright, Bank of Scotland v. *See* Bank of Scotland v Wright
- Xyllyx plc, Re (No 1) [1992] 376, Ch D
- (No 2) [1992] 378, Ch D
- Yarmarine (I W) Ltd, Re [1992] 276, Ch D
- Zinotty Properties Ltd, Re [1984] 375, Ch D

Statutes considered

* Case decided on corresponding enactment

United Kingdom statutes

Administration of Justice Act 1956

s 35(1) [1983] 28

Banking Act 1987

s 39 [1992] 583

Bankruptcy Act 1914

s 30 [1983] 215

s 31 [1984] 1, 420, 442, [1986] 31, [1987] 17

s 33(6) [1984] 279

s 33(8) [1984] 215

s 66 [1984] 341

Bills of Exchange Act 1882

s 26 [1986] 177

s 29 [1989] 756

Civil Aviation Act 1982

s 88 [1990] 585

Civil Evidence Act 1968

s 4(1) [1984] 179

Sch 1 [1992] 118

Civil Jurisdiction and Judgments Act 1982

s 20 [1989] 700

Sch 1 [1992] 118

Sch 8, r 2(2) [1989] 700, [1990] 262

r 2(12) [1990] 262

Companies Act 1948

s 20 [1985] 11

s 48 [1989] 498, 507

s 54 [1986] 1

s 66 [1985] 222, 283, 286

s 67 [1985] 222, 286

s 68 [1985] 222, 283

s 94 [1984] 587, [1985] 227, [1986] 40

s 95 [1984] 97, 241, 522, [1985] 27, 54, 64, 84, 327, 465,
[1986] 307, [1987] 1, 17, 522

s 95(2)(e) [1983] 320

s 96 [1986] 307

s 98(2) [1985] 84, 465

s 101 [1984] 535, [1985] 259

s 106 [1984] 241, [1985] 27, 343

s 108 [1985] 444, [1988] 170, [1989] 507

s 116 [1984] 390

s 132 [1983] 293, [1988] 298

ss 148, 149, 158 [1983] 497

ss 165, 172 [1984] 179

s 174 [1985] 188, 293

s 188 [1984] 83, [1985] 209, [1986] 253

s 205 [1988] 104

s 206 [1985] 119, 200, 450

s 207 [1985] 119, 200

s 210 [1983] 273, [1985] 4

s 212(1)(g) [1986] 227

s 222 [1984] 375

s 223 [1987] 232

s 223(a) [1984] 322, [1985] 37

s 223(d) [1986] 261

s 224(1) [1984] 623

s 225(2)	[1983] 151
s 226	[1985] 424
s 227	[1983] 102, [1985] 465, [1987] 632, [1988] 104
s 231	[1984] 453, [1985] 424
s 236	[1984] 623
s 237	[1984] 543
s 238	[1984] 623
c 239(d)	[1984] 543
s 243	[1986] 490
s 246	[1985] 392
s 268	[1984] 151, [1987] 77
s 293(1) 7)	[1983] 70
s 302	[1984] 420
s 307	[1984] 593
s 307(2)	[1983] 235
s 309	[1986] 490
s 310	[1984] 375
s 31 6	[1983] 215
s 317	[1984] 1, 215, 341, 442
s 319	[1984] 279
s 319(1)	[1985] 424
s 320	[1985] 154, [1987] 55
s 322	[1983] 311, [1985] 154, [1987] 55
s 323	[1984] 568, [1985] 203, [1986] 129
s 325	[1983] 28
s 332	[1984] 270, [1986] 170
s 332(1)(3)	[1983] 169, [1988] 217
s 333	[1988] 250, [1992] 265
s 353(b)	[1986] 346
s 369(2)	[1985] 322
s 371	[1986] 98, [1992] 84
s 406	[1985] 163
s 412	[1985] 163
s 447	[1984] 93
Sch 1, Table A, reg 80	[1989] 100
reg 131	[1990] 850
Companies Act 1967	
s 35	[1984] 623
Sch 2	[1983] 497
Companies Act 1976	
s 28	[1983] 456
Companies Act 1980	
s 39	[1985] 385
s 43	[1985] 385
s 48	[1988] 298
s 75	[1984] 241, 307, [1985] 80, 273, 434, [1986] 362, 430
s 75(3)	[1985] 493
s 75(4) (d)	[1984] 195, [1985] 493
Companies Act 1981	
s 42	[1987] 355
s 74	[1985] 293
s 77	[1985] 293
s 96	[1988] 217
Companies Act 1985	
s 2(5)(a)	[1987] 220
s 4	[1991] 705
s 5(1)(2)(3)	[1991] 705
s 6(1) (4)	[1991] 705
s 9	[1992] 431*
s 14	[1992] 693
s 17	[1986] 286
s 22	[1989] 454
s 28	[1989] 507
s 34	[1991] 721
s 35	[1988] 281
s 35(1)	[1986] 113
s 36(4)	[1987] 540, [1989] 507, [1991] 721, 805
s 36c.	[1991] 721, 805*
s 45	[1991] 688
s 54	[1989] 427
s 103	[1988] 213, [1990] 659, [1991] 224, 688
s 108	[1988] 213

s 112	[1990] 659
s 113	[1988] 213, [1991] 688
s 121	[1992] 413*
s 121(2) (e)	[1990] 467
s 125	[1986] 286, [1987] 293, 478
s 127	[1986] 286, [1987] 632
s 135	[1987] 67, [1988] 231, [1989] 672
s 136(3)-(5)	[1987] 293
s 137	[1987] 67
s 138	[1991] 564
s 151	[1986] 1, [1987] 355, [1988] 20
s 152	[1986] 1, [1988] 20
s 153	[1988] 20
s 196	[1988] 128, [1991] 48
s 204	[1989] 566
s 212	[1987] 253, [1988] 53, 140, 256, [1989] 309, 480, 606, 766, 771
s 216	[1988] 53, 256, [1989] 309, 480, 606, 771, [1990] 151
s 263	[1985] 385
s 271	[1985] 385
s 287(2)	[1989] 304
s 297	[1986] 253
s 300	[1987] 601, 607, [1988] 341, 376, 397, [1989] 1, 556, 709, [1990] 568
s 303	[1992] 1029
s 310	[1988] 104
s 317	[1988] 43, [1990] 402, [1991] 575, 1045, [1992] 22, 1084
s 320	[1988] 298
s 349	[1985] 444, [1988] 166, 170, [1989] 507
s 349(4)	[1990] 352
s 359	[1987] 67, [1989] 683, [1991] 424, [1992] 118
s 368	[1988] 298, [1992] 1029
s 371	[1989] 763, [1990] 839, [1992] 84
s 395	[1985] 302, 327, 465, [1986] 243, 307, [1987] 17, 522, [1988] 146, [1990] 925, [1991] 393, [1992] 148
s 396	[1985] 302, 465, [1986] 243, 307, [1987] 17, 522
s 396(1)	[1991] 393, 936
s 401(2)	[1985] 465
s 402	[1991] 888
s 404	[1989] 653, [1990] 813, [1991] 830, 888
s 409	[1985] 343
s 425	[1985] 450, [1987] 425, [1989] 672, [1992] 322
s 426	[1989] 672
s 428	[1990] 222, [1992] 192
s 429	[1992] 192
s 430c	[1990] 222, [1992] 192
s 432	[1992] 91, 285
s 435(6)	[1991] 869
s 436	[1992] 91, 285
s 440	[1989] 345
s 454	[1988] 53, [1989] 480, [1990] 151
s 455	[1990] 151
s 456	[1987] 253, [1988] 53, 140, 256, [1990] 151
s 458	[1992] 879
s 459	[1985] 434, [1986] 68, 191, 362, 376, 382, 391, 430, [1987] 1, 82, 94, 133, 141, 514, 562, 574, 585, 593, [1989] 137, 365, 383, 427, 579, 619, [1990] 80, 227, 342, 384, 452, [1991] 89, 154, 267, 418, 480, 959, [1992] 133, 213, 701, 724, 764, 1029
s 460	[1985] 434, [1986] 362, 430
s 461	[1985] 434, [1986] 68, 362, 376, 430, [1987] 574, [1989] 427, 683, [1990] 342, [1992] 213
s 461 (1)	[1985] 493, [1991] 267
s 461(2)(d)	[1985] 493
s 492(3)	[1985] 322
s 494	[1986] 98
s 497	[1986] 331
s 499	[1986] 331
s 502(2) (f)	[1986] 227
s 517(1)(d) (g)	[1988] 12
s 518(1)(a) (e)	[1986] 26, 261,
s 519	[1986] 391

s 519(7)	[1991] 80
s 521	[1985] 424
s 522	[1985] 314, 465, [1987] 200, 499, [1988] 146, [1992] 901
s 525	[1985] 424
s 549	[1986] 265
s 560	[1989] 46
s 561	[1987] 77, [1988] 1, [1989] 56, [1990] 68, 90, 440
s 588	[1986] 490, [1988] 209
s 602	[1989] 46, [1990] 785, [1992] 419
s 603	[1986] 490
s 604	[1988] 209
s 611	[1986] 31
s 612	[1986] 31
s 613	[1986] 31
s 614	[1985] 424, [1986] 31, 40, 418, [1988] 28, [1991] 48
s 615(1)	[1989] 143
s 618	[1987] 486
s 619	[1987] 486
s 630	[1986] 170, [1990] 454, [1991] 197
s 651	[1986] 342, [1991] 528, 531,
s 651(6)	[1992] 544
s 652	[1991] 501
s 653	[1986] 346, 533
s 654	[1986] 342
s 657	[1991] 501, [1992] 276
s 665	[1987] 272, [1988] 404
s 691	[1989] 328, [1990] 20
s 695	[1989] 328, [1990] 20
s 695(2)	[1990] 546
s 726	[1987] 60, [1988] 134
s 726(1)	[1990] 263, [1992] 387
s 727	[1988] 43, [1989] 498, 513, [1990] 402, 833, [1991] 414, 705
s 735	[1992] 1074
s 738(2)	[1990] 659
Sch 19	[1986] 40
Companies Act 1989	
s 141	[1991] 528, 531, [1992] 544
s 200	[1990] 262
Companies Act (Northern Ireland) 1960	
s 93(1)	[1992] 609
Companies (Floating Charges and Receivers) (Scotland) Act 1972	
s 17(1)	[1987] 55
Company Directors Disqualification Act 1986	
s 1	[1992] 686
s 6	[1988] 329, 341, [1989] 561, 720, [1990] 204, 440, 568, 668, 673, [1991] 54, 120, 288, 325, 339, [1992] 361, 686, 814, 956, 1047
s 7	[1989] 561, 720
s 7(2)	[1990] 574, 677, [1991] 54, 792, [1992] 405
s 16(1)	[1991] 543
s 20	[1990] 440
s 21	[1992] 405
Sch 1	[1990] 668
Company Securities (Insider Dealing) Act 1985	
s 1	[1987] 506
s 1(3)	[1991] 897
s 1(4)	[1989] 193, [1990] 172
s 1(4)(a)	[1989] 193
s 1(4)(a)	[1990] 172
s 3(1)	[1991] 25
s 8(3)	[1991] 897
Contempt of Court Act 1981	
s 10	[1988] 76, 153
Copyright Act 1956	
s 1(2)	[1985] 105
s 3(5)(a)	[1985] 105
Criminal Justice Act 1987	
s 1(3)	[1992] 879
s 2(2)	[1992] 126, 583
s 3	[1992] 126

Criminal Procedure (Attendance of Witnesses) Act 1965	
s 2	[1992] 1158
Employment Act 1982	
s 17	[1985] 237
Employment Protection (Consolidation) Act 1978	
s 122	[1988] 128, [1991] 48
s 123	[1991] 48
s 125	[1988] 128
European Communities Act 1972	
s 9(1)	[1984] 1, [1986] 113
s 9(2)	[1989] 507
s 9(3)(4)	[1984] 309
Evidence (Proceedings in Other Jurisdictions) Act 1975	
	[1985] 128
Finance Act 1978	
s 12	[1987] 86, [1988] 195
Financial Services Act 1986	
s 3	[1989] 590, [1991] 206
s 6	[1989] 590, [1992] 58
s 7	[1989] 700
s 8	[1989] 700
s 54	[1991] 815
s 57	[1991] 206, [1992] 192
s 61(1)	[1991] 206, [1992] 58
s 63	[1991] 643
s 105	[1989] 377
s 176	[1988] 153
s 177	[1987] 506, [1988] 76, 153
s 178	[1987] 506, [1988] 76, 153
Fire Precautions Act 1971	
s 23	[1992] 872
Gambling Act 1845	
s 18	[1987] 159, [1989] 756
General Rate Act 1967	
s 97(1)	[1986] 397
Income and Corporation Taxes Act 1970	
s 482(1)	[1989] 206
Industrial and Provident Societies Act 1965	
s 55	[1985] 219
Insolvency Act 1986	
s 6	[1990] 234
s 8	[1988] 177, [1989] 202, 653, 734, [1990] 29, [1992] 465, 621
s 8(1)(b)	[1990] 397
s 8(3)(a)(b)	[1990] 98, 397, [1991] 712
s 8(3) (c)	[1990] 397
s 8(3) (d)	[1990] 98, 378
s 9	[1989] 597, [1990] 844, [1991] 411, 845
s 10(1)	[1989] 9, 715
s 11	[1991] 396, 470, 606
s 11(3)	[1989] 130, 653
s 11(3) (c)	[1990] 585, 729
s 11(3)(d)	[1990] 1, 585
s 14	[1991] 705
s 14(3)	[1989] 420, [1990] 169
s 15	[1989] 664, [1991] 407
s 23	[1990] 169, 378, [1992] 465
s 24	[1989] 420
s 25	[1989] 420
s 27	[1990] 729, 760, [1991] 606
s 29(2)	[1990] 844
s 92	[1991] 359
ss 98, 99	[1991] 44
s 108	[1991] 359
s 108(2)	[1987] 409
s 112	[1989] 46, [1990] 785, [1991] 359, [1992] 419*
s 112(2)	[1990] 607
s 115	[1990] 607
s 122(1)	[1989] 345, 427, 579, 619, [1990] 342, 423, [1991] 80, 154, 418, 480, [1992] 133, 366
s 123	[1987] 232, [1990] 29, 216, [1991] 561

s 124	[1988] 370, 536, 550, [1989] 345
s 125	[1992] 366
s 125(2)	[1989] 579, [1990] 227, 342
s 127	[1987] 200, 499, 632, [1988] 382, [1989] 137, 424, [1990] 452, [1991] 468, [1992] 133, 301, 901
s 130(1)	[1989] 299
s 133	[1988] 1, [1992] 1
s 143	[1989] 749
s 155	[1989] 634
s 156	[1989] 46
s 166(5)	[1991] 44
s 167	[1989] 749
s 168(5)	[1989] 749
s 171 (4)	[1991] 359
s 172(2)	[1990] 60
s 175(2) (a)	[1990] 607
s 178	[1987] 486, [1992] 276
s 178(4)	[1991] 501
s 179	[1987] 486, [1992] 276
s 180	[1992] 276
s 181	[1992] 276
s 181 (2)	[1991] 501
s 182	[1992] 276
s 189(2)	[1992] 322
s 212	[1990] 833 [1991] 491, [1992] 265*
s 212(1)	[1988] 250 [1989] 143
s 213	[1990] 454, [1991] 197*
s 214	[1989] 13, 513, 520, [1991] 491, 1028
s 220	[1987] 272
s 221	[1987] 450
s 234	[1992] 148, 250, 824
s 234(2)	[1990] 372
s 235	[1992] 250, 470, 475
s 236	[1989] 59, 122, 724, [1990] 68, 90, 440, 471, [1991] 135, 750, [1992] 126, 250, 314, 333, 470, 475, 641, 1025, 1176
s 237	[1989] 59, [1990] 68, 90
s 238	[1990] 324, [1991] 767, [1992] 710
s 239	[1989] 13, 143, [1990] 324, [1992] 350, 565
s 245	[1987] 55, [1992] 636
s 246	[1989] 122
s 248	[1990] 585, [1991] 396
s 262	[1992] 137
s 285	[1992] 746
s 411	[1992] 405
s 423	[1991] 210*
s 426	[1992] 621
s 433	[1990] 440, [1992] 1009
s 436	[1990] 585
Judgments Extension Act 1868	[1984] 93
Law of Distress Amendment Act 1908	
s 1	[1989] 318
s 3	[1988] 186, [1989] 318
s 6	[1988] 186, [1989] 318
Law of Property Act 1925	
s 56	[1986] 129
s 62	[1986] 129
s 109(1)	[1992] 737
s 136	[1987] 522
s 146(9) (10)	[1984] 309
s 172	[1984] 301, [1991] 210
Limitation Act 1939	
s 2(1)	[1989] 340
s 31 (1)	[1989] 340
Limitation Act 1980	
s 2	[1984] 112
s 9(1)	[1989] 340
s 32	[1984] 112
s 38(1)	[1989] 340
Mercantile Law Amendment Act 1856	
s 5	[1985] 363

Misrepresentation Act 1967	
s 2(1)	[1984] 112
Police and Criminal Evidence Act 1984	
s 21(3)(4)	[1989] 634
Sale of Goods Act 1979	
s 19(2)	[1991] 28
s 62(4)	[1991] 28
Social Security Act 1975	
s 152(4)	[1984] 125
Solicitors Act 1974	
s 71	[1992] 851
s 85	[1987] 159
State Immunity Act 1978	
s 1	[1988] 404
s 3(1)	[1992] 301
s 6	[1992] 301
Statute of Frauds Amendment Act 1828	
s 6	[1984] 112
Supreme Court Act 1981	
s 18(1)	[1991] 856
s 37	[1985] 333, [1987] 133, 653
s 49(3)	[1992] 746
s 51	[1988] 363
s 51(1)	[1992] 851
Theft Act 1968	
s 2(1)(b)	[1984] 60
s 31	[1992] 1009
Third Parties (Rights Against Insurers) Act 1930	
s 1(1)	[1989] 469, [1990] 625
s 1(3)	[1990] 625
Trade Union and Labour Relations Act 1974	
s 2	[1985] 237
Tribunals and Inquiries Act 1971	
s 14	[1985] 465
Trustee Act 1925	
s 61	[1983] 325, [1985] 385
Unfair Contracts Terms Act 1977	
s 2(2)	[1991] 1009
s 10	[1991] 1009

Overseas statutes

Companies Act 1955 (NZ)	
s 2	[1990] 868
ss 209, 217(f)	[1990] 227
Companies Act 1961 (NSW)	
s 67	[1985] 140
Companies Act 1963 (Ireland)	
s 290	[1984] 568
Companies Act 1965 (Malaysia)	
s 218	[1987] 472
Companies Code (NSW)	
s 368	[1985] 314

Statutory Instruments

Companies (Department of Trade and Industry) Fees Order 1984 (SI 1984/881)	
	[1985] 392
Companies (Northern Ireland) Order 1986 (SI 1986/1032)	
art 131	[1992] 431, 1016
Companies (Tables A to F) Regulations 1985 (SI 1985/805)	
Sch, Table A, art 5	[1991] 575
Table A, art 85	[1992] 22
Table A, reg 70	[1989] 100
Table A, reg 112	[1990] 850
Companies (Unfair Prejudice Applications) Proceedings Rules 1986 (SI 1986/2000)	
	[1991] 69, 666
Companies (Winding-Up) Rules 1949 (SI 1949/330)	
r 28	[1983] 505
r 32	[1984] 623
r 33	[1983] 505, [1986] 252
r 37	[1985] 1
r 47	[1983] 1

r 119(7)	[1984] 1
rr 140, 141, 143	[1984] 543
r 195	[1986] 490, [1989] 46
r 226	[1987] 149
r 227	[1992] 265
EEC Treaty	
art 54(3)	[1991] 635
Insolvency Rules 1986 (SI 1986/1925)	
	[1991] 69, 666
r 2	[1987] 467
r 2.2	[1991] 764
r 2.16(2)	[1990] 378
r 4.3	[1989] 299
r 4.11	[1989] 304
r 4.16	[1992] 376
r 4.23(1)	[1992] 133
r 4.30	[1988] 182
r 4.31	[1988] 182
r 4.90	[1991] 1
r 4.185	[1990] 372
r 4.218	[1989] 46
r 4.218 (a)	[1990] 607
r 5.17	[1992] 137
r 6.175	[1992] 1009
r 7.7(1)	[1992] 248
r 7.31(5)	[1990] 1
r 7.33	[1988] 363
r 7.47	[1992] 405
r 7.47(1)	[1990] 34, [1991] 586
r 7.47(2)	[1989] 140, 299, [1991] 586
r 7.47 (4)	[1990] 34
r 7.49	[1992] 405
r 7.60	[1990] 234
r 9.2(1)	[1989] 122
r 9.2(3)	[1989] 122
r 9.3(3)	[1989] 122
r 9.5	[1992] 641
r 9.5(2)	[1992] 306
r 9.5(4)	[1992] 126
r 12	[1987] 467
r 12.9	[1990] 34
r 12.12	[1991] 767, [1992] 1, 710
Insolvency Companies (Disqualification of Unfit Directors) Proceedings Rules 1987 (SI 1987/2023)	
r 3.2	[1992] 956
International Tin Council (Immunities and Privileges) Order 1972 (SI 1972/120)	
	[1987] 272, 667, 707, [1988] 404
Rules of the Supreme Court	
Ord 5, r 2(b)	[1990] 839
r 6	[1991] 567
Ord 11	[1991] 69, 666
r 1	[1983] 461
r 1(1)(d)(i)(iii)	[1990] 700
Ord 13, r 9	[1987] 548
Ord 14	[1990] 659
Ord 15, r 6	[1986] 533, [1990] 364
Ord 18, r 19	[1987] 206, [1989] 13
Ord 19, r 7	[1991] 206
Ord 20, r 5	[1990] 364
r 5(3)	[1989] 561
Ord 22, r 1(3)	[1985] 170
Ord 23, r 1(1)(a)	[1984] 93, [1987] 60
Ord 24, r 3	[1985] 434, [1990] 222
r 8	[1990] 222
Ord 26, r 5	[1983] 197
Ord 27, r 2(1)	[1983] 325
Ord 28, r 10	[1992] 265
Ord 33, r 3	[1987] 206
Ord 41, r 5(2)	[1984] 179
r 6	[1984] 179, [1985] 209
Ord 45, r 5	[1990] 162, 245
r 7	[1990] 245
Ord 50, r 1(6)	[1983] 28

Ord 53	[1985] 84, [1985] 465
Ord 62, r 3(5).	[1983] 325
r 28(3)	[1983] 117
Value Added Tax (Bad Debt Relief) Regulations 1978 (SI 1978/1129)	
	[1987] 86, [1988] 195

Miscellaneous

Code of Practice for the Detention, Treatment and Questioning of Persons by Police Officers	
para 16.5	[1992] 879
Convention on Jurisdiction and the Enforcement of Judgments in Civil and Commercial Matters 1968 (EEC)	
	[1992] 118
art 5(5)	[1992] 235
art 16(2)	[1990] 700
Council Directive (EEC) 68/151	
	[1990] 182
Council Directive (EEC) 73/148	
	[1989] 206
EEC Treaty	
art 52	[1989] 206
art 58	[1989] 206
High Court Rules (NZ)	
rr 131, 219(a)(h).	[1990] 868

Subject index

ACCOUNTANT

- Negligence. *See* **Takeover Bid** (Negligence—Information and Advice)
- Production of information. *See* **Administration** (Provision of information)
- Report. *See* **Privilege**

ACCOUNTS

- Failure to prepare proper accounts—
 - Shareholder's standing to complain—Derivative action—Companies Act 1948, ss 148, 149, 158—Companies Act 1967, Sch 2. **Devlin v Slough Estates Ltd** [1983] 497, Ch D
- Preparation of company's accounts. *See* **Auditor** (Negligence)

ACTION

- Proceedings commenced in company's name. *See* **Practice** (Action in name of company)

ADMINISTRATION

- Appointment of interim manager—
 - Proposal to present an administration order—Fear that company might dispose of its assets—
 - Application for appointment of an interim manager—Abridgement of time for presentation of a petition for appointment of an administrator—Insolvency Act 1986, s 9(5). **Re Gallidoro Trawlers Ltd** [1991] 411, Ch D
- Failure to deliver up goods—
 - Exercise of a right of lien—Insolvency Act 1986, s 11. **Re Sabre International Products Ltd** [1991] 470, Ch D
- Granting of an order on an undertaking to present a petition—
 - Costs—Insolvency Rules 1986 (SI 1986/1925), r 2.2. **Re Shearing & Loader Ltd** [1991] 764, Ch D
- Inquiry into company's dealings—
 - Confidential report made to court for order under s 236 of Insolvency Act 1986—Whether court would make order enabling person against whom order was sought to inspect report—Insolvency Rules 1986 (SI 1986/1925), r 9(5)(2). **Re British & Commonwealth Holdings plc (No 1)** [1992] 306, Ch D
- Joint venture arrangement—
 - Whether a person would be obliged to transfer lease to company in administration. **Re P & C and R & T (Stockport) Ltd** [1991] 366, Ch D
- Production of documents—
 - Inquiry into company's dealings—Production of documents—Discretion of court to order production—Production of documents by third party—Requirements of office-holder to be balanced against possible oppression to third party—Whether exercise of discretion limited to information reconstituting state of knowledge company once possessed or was legally entitled to possess—Whether limitation on discretion to be derived from statutory power to order disclosure—Insolvency Act 1986, s 236. **Re British and Commonwealth Holdings plc (Nos 1 and 2)** [1992] 641, CA
 - Inquiry into company's dealings—Production of documents—Office holders of company in administration applying for production of documents held by auditors of recently acquired subsidiary—Auditors applying for liberty to inspect confidential statement filed by office-holders in support of application for production—Whether auditors entitled to inspect statement filed by office-holders—Factors to be considered—Insolvency Act 1986, s 236—Insolvency Rules 1986, r 9.5. **Re British and Commonwealth Holdings plc (Nos 1 and 2)** [1992] 641, CA
- Provision of information—
 - Order that accountants of company should provide information—Basis on which court will exercise their discretion to order production of information—Insolvency Act 1986, s 236. **Re British & Commonwealth Holdings plc (No 2)** [1992] 314, Ch D
 - Provision of information to administrators—Whether information properly provided—Whether administrators could be prevented from using information improperly provided—Insolvency Act 1986, s 236. **Re Polly Peck International plc** [1992] 1025, Ch D
- Right of re-entry—
 - Whether lessor could exercise right of re-entry against a company in administration—Insolvency

- Act 1986, ss 11(3)(c), 248(b). **Exchange Travel Agency Ltd v Triton Property Trust plc** [1991] 396, Ch D
- Sale of property subject to a mortgage—
Whether court could approve sale and order proceeds to be paid into account pending decision by administrators to challenge mortgage—Mortgagee agreeing to sale—Insolvency Act 1986, s 15. **Re Newman Shopfitters (Cleveland) Ltd** [1991] 407, Ch D
- Transaction at an undervalue—
Whether there could be service out of jurisdiction—Insolvency Act 1986, s 238—Insolvency Rules 1986 (SI 1986/1925), r 12.12. **Re Paramount Airways Ltd** [1991] 767, Ch D

ADMINISTRATION ORDER

- Abridgment of time—
Abridgement of time for presentation of petition for appointment of an administrator. *See* **Administration** (Appointment of interim manager)
- Application for appointment of administrator before presentation of petition for appointment of administrator—Whether court having jurisdiction to appoint administrator before petition for appointment presented. **Re Cavco Floors Ltd** [1990] 940, Ch D
- Appearance forthwith on administration petition on undertaking to present a petition—
Extent to which court had to be satisfied that one of purposes for which an administration order should be made would be achieved—Whether 'hive-down' likely to lead to survival of company and part of its undertaking—Relevance of numbers of opposing creditors in considering possibility of approval of a voluntary arrangement. **Re Rowbotham Baxter Ltd** [1990] 397, Ch D
- Application for directions—
Administrators carrying on business of company—Whether business ultra vires—Whether valid alteration of objects—Whether informal special resolution—Protection of administrators—Companies Act 1985, ss 4, 5(1)(2)(3), 6(1)(4), 727—Insolvency Act 1986, s 14. **Re Home Treat Ltd** [1991] 705, Ch D
- Purpose including more advantageous realisation of company's assets than on a winding up—
Application for directions by administrators—Possibility that company's assets might be sold. **Re Synthetic Technology Ltd** [1990] 378, Ch D
- Conduct of administration—
Administration order made in relation to equipment leasing company—Whether administrators having to pay rents or charges on property leased by company during administration—Whether goods that had been leased by company were goods in company's possession—Basis on which court will allow action to be brought to enforce security when company is in administratorship—Whether equipment was being retained for purpose of administration—What constitutes expenses of administration—Date from which administrators should be deemed to have use of chattels—Basis on which liability should be deemed to accrue—Circumstances in which administrators would be deemed to be using chattels in course of administration—Whether grounds for granting relief to creditor on grounds of unfair prejudice. **Re Atlantic Computer Systems plc (Nos 1 and 2)** [1990] 729, Ch D
- Administration order made in relation to equipment leasing company—Whether administrators having to pay rents or charges on property leased by company during administration—Whether goods that have been leased by company were goods in company's possession—Basis on which court will allow action to be brought to enforce security when company is in administratorship—Whether equipment was being retained for purpose of administration—What constitutes expenses of administration—Date from which administrators should be deemed to have use of chattels—Basis on which liability should be deemed to accrue—Circumstances in which administrators would be deemed to be using chattels in course of administration—Whether grounds for granting relief to creditor on grounds of unfair prejudice—Insolvency Act 1986, ss 11(3), 27. **Re Atlantic Computer Systems plc (No 1)** [1991] 606, CA
- Costs—
Administration order sought but not proceeded with—Winding-up order made against company—Whether costs of proceedings for administration order should be treated as costs in winding up—Supreme Court Act 1981, s 51—Insolvency Rules 1986, r 7.33. **Re Gosscock (Groundworks) Ltd** [1988] 363, Ch D
- Petition for administration order abandoned—Whether directors could be ordered to pay costs. **Re Land and Property Trust Co plc (No 3)** [1991] 856, Ch D
- Creditors' meeting—
Extension of time for holding of creditors' meeting—Order sought to permit sale of part of company's assets. **Re NS Distribution Ltd** [1990] 169, Ch D
- Discharge—
Application for discharge of administration order and order for winding up of company—Remuneration of administrator—Costs of administrator and of administration petition—Insolvency Act 1986, s 124. **Re Brooke Marine Ltd** [1988] 546, Ch D
- Effect—
Right of administrator to possession of assets of insolvent company—Insolvent airline company—Unpaid airport charges—Airport's statutory right to detain aircraft for unpaid airport charges—Whether administrator having right to use company's property free from interference by creditors during period of administration—Whether leave of court or consent of

- administrator required before airport can exercise right to detain aircraft for unpaid airport charges. **Bristol Airport plc v Powdrill** [1990] 585, CA
- Extension of administration period—
- Application for an extension of time—Standing to seek an extension. **Re Newport County Association Football Club Ltd** [1987] 582, Ch D
- Jurisdiction—
- Oversea company—Jurisdiction to make an order against an overseas company—Request by court of foreign jurisdiction to make an order—Basis on which court would act in making such an order—Insolvency Act 1986, ss 6, 426. **Re Dallhold Estates (UK) Pty Ltd** [1992] 621, Ch D
- Legal proceedings during pendency of administration order—
- Leave—Enforcement of security—Application by charge holder for leave to enforce its security—What applicant must show—Basis on which court will grant leave—Insolvency Act 1986, s 11(3). **Royal Trust Bank v Buchler** [1989] 130, Ch D
- Making of order—
- Absence of proper formal service—No time for consideration by others who might oppose petition—Company a bank—Whether exceptional circumstances justifying making of immediate order—Proceedings in camera—Insolvency Act 1986, s 8(3)(a)(b)(c). **Re Chancery plc** [1991] 712, Ch D
- Administrators—Possibility that company's bank would be obliged to recoup company—Whether bank could be ordered on application of administrators to produce documents in its possession—Insolvency Act 1986, s 236. **Re Cloverbay Ltd** [1989] 724, Ch D
- Administrators applying for order that they be allowed to sell company's property subject to a fixed charge—Fixed charge holder objecting to making of order—Insolvency Act 1986, s 15. **Re ARV Aviation Ltd** [1989] 664, Ch D
- Administrators granted order that company's bank produce documents in their possession—Administrators contemplating action against bank—Administrators seeking order against bank and two of its officers or former officers—Whether such an order would be oppressive. **Re Cloverbay Ltd (No 3)** [1990] 471, Ch D
- Administrators granted order that company's bank produce documents in its possession—Administrators seeking order against bank and two of its officers—Principles on which court will exercise its discretion to order examination—Whether such order would be oppressive—Insolvency Act 1986, s 236. **Cloverbay Ltd (joint administrators) v Bank of Credit and Commerce International SA** [1991] 135, CA
- Administration petition presented by board of company—Petition sought appointment of particular persons as administrators—Banks which were unsecured creditors of company sought appointment of different administrators—Banks' proposed administrators already in possession of much information concerning company—Factors relevant in determining which person to appoint as administrators—Insolvency Act 1986, s 8, 23. **Re Maxwell Communications Corp plc** [1992] 465, Ch D
- Basis on which court could make administration order—Costs. **Re SCL Building Services Ltd** [1990] 98, Ch D
- Basis on which court should exercise its discretion—Extent to which court had to be satisfied that one of purposes for which an administration order could be made would be achieved—Insolvency Act 1986, ss 8(1)(b) and 8(3). **Re Primlaks (UK) Ltd** [1989] 734, Ch D
- Creditors opposed to making of order—Whether order would achieve a more valuable realisation of company's assets than winding up—Whether a voluntary arrangement could be achieved. **Re Land and Property Trust Co plc (No 2)** [1991] 849, Ch D
- Degree of probability required to be shown with respect to purposes to be achieved by making of administration order—Insolvency Act 1986, s 8. **Re Harris Simons Construction Ltd** [1989] 202, Ch D
- Whether court would make an administration order—Extent to which order is supported by creditors—Set-off—Petition for a winding-up order. **Re Arrows Ltd (No 3)** [1992] 555, Ch D (Companies Ct)
- Petition for an administration order—
- Abandonment of petition—Costs. **See Costs**—Petition for administration order abandoned above
- Application presented by directors of company—Some directors not present at board meeting which voted that petition be presented—Whether petition validly presented—Insolvency Act 1986, s 9. **Re Equitcorp International plc** [1989] 597, Ch D
- Locus standi—Whether a company has standing to present a petition for an administration order—Insolvency Act 1986, ss 9 and 124. **Re Land and Property Trust Co plc** [1991] 845, Ch D
- Presentation of winding-up petition during pendency of administration petition—Whether proceedings can be taken which would adversely affect company—Whether advertisement of winding-up petition can be restrained—Insolvency Act 1986, s 10(1)(c). **Re a company (No 001992 of 1988)** [1989] 9, Ch D
- Scheme of arrangement—
- Proposed distribution of assets to creditors—Subordinated creditors—Whether any interest in company—Whether meetings should be held without subordinated creditors—Companies Act 1985, s 425—Insolvency Act 1986, s 189(2). **Re British & Commonwealth Holdings plc (No 3)** [1992] 322, Ch D
- Proposed scheme approved by meeting of creditors—Administrators unable to carry out

scheme—Jurisdiction of court to authorise administrators to depart from scheme as approved by creditors—Insolvency Act 1986, ss 14(3), 24, 25. **Re Smallman Construction Ltd** [1989] 420, Ch D

Voluntary arrangement—

Allegation by secured creditor that voluntary arrangement was unfairly prejudicial—Application for discovery—Application for cross-examination on affidavits. **Re Primlaks (UK) Ltd (No 2)** [1990] 234, Ch D

ADMINISTRATIVE RECEIVER

Appointment—

Effect on company's power to bring action—Receiver appointed by bank—Company commencing action against bank for misrepresentation—Action commenced by directors of company without receiver's consent—Action prejudicing receiver's position—Whether company having power to commence action—Unfair terms—Exemption clauses—Evasion of liability by means of secondary contract—Compromise or settlement of existing dispute—Whether restriction on exemption clauses extending to compromises of accrued claims or settlement of existing dispute—Unfair Contract Terms Act 1977, ss 2(2), 10. **Tudor Grange Holdings Ltd v Citibank NA** [1991] 1009, Ch D

Notice—Whether court can reduce period of notice to person entitled to appoint an administrative receiver—Insolvency Act 1986, Pt 11—Insolvency Rules 1986, rr 2, 12. **Re a Company (No 00175 of 1987)** [1987] 467, Ch D

Power to appoint administrative receiver over a company not registered in United Kingdom—Companies Act 1985, s 735. **Re International Bulk Commodities Ltd** [1992] 1074, Ch D

Company's property in possession of a third party—

Administrative receivers' demand that property be handed over to them—Whether court having jurisdiction to order that property be handed over where there was a dispute as to its ownership. **Re London Iron and Steel Co Ltd** [1990] 372, Ch D

Examination of director. See Director (Privilege against self-incrimination)

Inspection of documents—

Information in possession of company's solicitors—Administrative receiver requiring information from solicitors—Order to produce information—Specificity of affidavit containing account of dealings with company—Costs of complying with order—Confidentiality of memorandum in support of application for order—Insolvency Act 1986, ss 236, 246—Insolvency Rules 1986, rr 9.2(1), 9.2(3) (b), 9.3(3) (a). **Re Aveling Barford Ltd** [1989] 122, Ch D

Mareva injunction granted against company before appointment of receiver—

Application by administrative receiver to have injunction discharged. **Capital Cameras Ltd v Harold Lines Ltd (National Westminster Bank plc intervening)** [1991] 884, Ch D

Order restraining administrative receiver from selling property subject to pre-emption right—

Property subject to order had first to be offered to holder of pre-emption—Whether order of court should be discharged. **Ash & Newman Ltd v Creative Devices Research Ltd** [1991] 403, Ch D

ADMINISTRATOR

Appointment—

Abridgment of time for presentation of petition for appointment of administrator. *See Administration* (Appointment of interim manager)

Administration petition presented by board of company—Petition sought appointment of particular persons as administrators—Banks which were unsecured creditors of company sought appointment of different administrators—Banks' proposed administrators already in possession of much information concerning company—Factors relevant in determining which person to appoint as administrators—Insolvency Act 1986, s 8, 23. **Re Maxwell Communications Corp plc** [1992] 465, Ch D

Jurisdiction—Charge—Floating charge—Charge created over company's assets—Charge relating to present and future assets of company and permitting company to make payment out of surplus moneys—Holder of charge appointing joint receivers—Whether charge a floating charge—Whether holder of charge could prevent appointment of administrator. **Re Croftbell Ltd** [1990] 844, Ch D

Principles on which court will exercise its discretion to appoint an administrator—Basis on which court's jurisdiction to appoint an administrator is founded. **Re Imperial Motors (UK) Ltd** [1990] 29, Ch D

Authority—

Whether administrator had acted without authority—Whether issue as to administrator's authority should be tried as a preliminary issue. **Re Charnley Davies Ltd** [1988] 243, Ch D

Duty—

Sale of company's business—Administrator deciding that company could not carry on trading and selling business—Creditors alleging that administrator acted hastily and negligently and did not realise fair value of company—Whether administrator managed affairs of company in manner unfairly prejudicial to creditors of company. **Re Charnley Davies Ltd (No 2)** [1990] 760, Ch D

Right to inspect documents filed in administration proceedings—

Appointment of an administrator—Right of administrator to terminate contract entered into by

company—Whether court would grant an interlocutory injunction to prevent an administrator from terminating contract. **Astor Chemicals Ltd v Synthetic Technology Ltd** [1990] 1, Ch D

ADVERTISEMENT

Winding-up petition—

Order to restrain advertisement of a winding-up petition—Company proposing to seek an administration order—Whether court had jurisdiction to restrain advertisement—Insolvency Act 1986, s 10. **Re a company (No 001448 of 1989)** [1989] 715, Ch D

Order to restrain advertisement of a winding-up petition—Whether court would order cross-examination of affidavits in support of or in opposition to application to restrain advertisement of petition—Insolvency Rules 1986 (SI 1986/1925), r 7(1). **Re a company (No 00962 of 1991), ex p Electrical Engineering Contracts (London) Ltd** [1992] 248, Ch D

Petition presented on grounds of non-payment of debt—Debt disputed bona fide on reasonable grounds—Whether court would grant injunction against advertisement of petition—Costs—Basis on which costs would be granted. **Re a company (No 00751 of 1992), ex p Avocat Aviation Ltd** [1992] 869, Ch D (Companies Ct)

Petition to restrain advertisement of petition—Debt disputed—Basis on which a disputed debt can constitute grounds restraining advertisement. **Re a company (No 008725 of 1991 and No 008727 of 1991)** [1992] 633, Ch D

Petition served at wrong address—Company notifying change of address of its registered office but change not recorded by registrar—Whether petition should be struck out. **Re Corbenstoke Ltd** [1989] 496, Ch D

Practice. *See* **Compulsory Winding up** (Advertisement of petition)

AGENT

Apparent authority—

Proper approach in determining scope of agent's apparent authority. **Ebeed v Soplex Wholesale Supplies Ltd, The Raffaella** [1985] 404, CA

Ostensible and actual authority—

Scope of agent's authority to bind company. **British Bank of the Middle East v Sun Life Assurance Co of Canada (UK) Ltd** [1983] 78, HL

Scope of actual and apparent authority—Director of associated companies—Contract—Mistake—Rectification—Costs. **Rhodian River Shipping Co SA v Halla Maritime Corp, The Rhodian River. The Rhodian Sailor** [1984] 139, QB D

Personal liability. *See* **Contract** (Agent—Contract entered into by agent on behalf of company—Whether agent personally liable on contract)

APPEAL

Application to rescind or discharge order of Registrar of Companies Court—

Whether application by way of appeal under r 7.47(2) of Insolvency Rules 1986 or by way of hearing matter de novo under r 7.47(1)—Insolvency Rules 1986, r 7.47(1)(2). **Re Probe Data Systems Ltd (No 3)** [1991] 586, Ch D

Disqualification order. *See* **Disqualification of Director** (Appeal)

ARTICLES OF ASSOCIATION

Alteration—

Shareholders' agreement providing that share capital not to be increased without consent of parties to agreement—Agreement executed by original shareholders and company—Whether agreement constituting unlawful and invalid fetter on statutory power of company to increase its share capital—Companies (Northern Ireland) Order 1986, art 131. **Russell v Northern Bank Development Corp Ltd** [1992] 1016, HL

Construction—

Whether ordinary and preference shareholders were entitled to vote—Dispute as to entitlement to vote at a general meeting of company—Whether person who assumed position of chairman could give a conclusive ruling on shareholders' entitlement to vote—Shares allotted for a non-cash consideration—No independent valuation—Liability of allottees—Companies Act 1985, s 103. **Re Bradford Investments Ltd** [1991] 224, Ch D

Nature of articles of association—Whether term could be implied in articles—Companies Act 1985, s 14. **Bratton Seymour Service Co Ltd v Oxborough** [1992] 693, CA

ASSIGNMENT

Book debts—

Registration of charge on book debts—Future book debts—Failure to register charge—Invalidity of charge—Companies Act 1948, s 95(2)(e). **Re Brush Aggregates Ltd** [1983] 320, Ch D

Debts—

Indirect payment—Payment to assignor who makes payment to assignee—Whether liability of debtor discharged. **Barclays Bank plc v Willowbrook International Ltd** [1986] 45, Ch D, [1987] 717, CA

ASSOCIATED COMPANIES

Principles on which court will pierce corporate veil—

Whether companies should be treated as a single entity. **National Dock Labour Board v Pinn & Wheeler Ltd** [1989] 647, QB

AUDITOR

Negligence—

Negligence in auditing company's accounts—Whether duty of care owed to persons relying on accounts. **Caparo Industries plc v Dickman** [1988] 387, QBD, [1989] 154, CA

Preparation of company's accounts—Duty to company's creditors—Plaintiff banks lending money to company to enable it to finance business operations—Banks relying on audited accounts when making loans—Audited accounts failing to show company insolvent—Advances made by banks to company irrecoverable—Whether sufficient proximity between auditors and company's creditors or potential creditors—Whether auditors owing duty of care to company's creditors or potential creditors to carry out audit with reasonable care and skill.

Al Saudi Banque v Clark Pixley (a firm) [1990] 46, Ch D

Preparation of company's accounts—Duty to shareholder—Duty to potential investor—Plaintiffs owing shares in public company Plaintiffs making successful take-over bid for company in reliance on audited accounts of company—Accounts showing profit instead of loss—Whether reasonably foreseeable that shareholders and potential investors might rely on auditor's report when dealing in company's shares—Whether sufficient proximity between auditor and shareholders or potential investors—Whether auditor owing duty of care to shareholders or potential investors to carry out audit with reasonable care and skill. **Caparo Industries plc v Dickman** [1990] 273, HL

Standard of care—Relevance of Statements of Standard Accounting Practice. **Lloyd Cheyham & Co Ltd v Littlejohn & Co** [1987] 303, QBD

Right to inspect statement filed by office-holder. *See* **Administration** (Production of documents)

BANKER

Constructive trust—

Knowledge of breach of duty by fiduciary—Nature of duty of inquiry by third party—Banker's duty of care to beneficiary—Court's jurisdiction to go behind foreign judgment obtained by fraud—Notice to admit facts—Costs—Trustee Act 1925, s 61—RSC Ord 27, r 2(1), Ord 62, r 3(5). **Baden, Delvaux and Lecuit v Société General pour Favoriser le Développement du Commerce et de l'Industrie en France SA** [1983] 325, Ch D

Solicitor's clients' account—Partner of firm of solicitors misappropriating money of a client—Partner having account with branch of bank at which his firm having its clients' account—Partner known to bank to be a gambler—Liability of bank as constructive trustee for partner's misappropriation of funds in firm's clients' account—Gaming Act 1845, s 18—Solicitors Act 1974, s 85. **Lipkin Gorman v Karpnale Ltd & Lloyds Bank plc** [1987] 159, QBD, [1989] 756, CA

BOOK DEBTS

Assignment. *See* **Assignment** (Book debts)

Charge. *See* **Charge** (Charge over book debts)

CAPITAL

Reduction of capital—

Capital not represented by available assets—Meaning of loss—Companies Act 1948, ss 66-68. **Re Jupiter House Investments (Cambridge) Ltd** [1985] 222, Ch D

Proper form of minute—Companies Act 1985, s 138. **Re Anglo American Insurance Co Ltd** [1991] 564, Ch D

Reduction of share premium account—

Creation of special reserve so as to write off goodwill—Companies Act 1985, s 135. **Re Tip—Europe Ltd** [1988] 231, Ch D

CHARGE

Book debts—

Block discounting agreement—Whether absolute assignment by way of sale—Whether charge requiring registration—Whether parties performing agreement—Ascertainment of real intention of parties—Companies Act (Northern Ireland) 1960, s 93(1). **Lloyds & Scottish Finance Ltd v Cyril Lord Carpets Sales Ltd** [1992] 609, HL

Charge over book debts—Charge stated to be fixed charge—Whether fixed or floating charge—Companies Act 1985, ss 395, 396. **Re Keenan Bros Ltd** [1985] 303, HC (Ir), [1986] 242, SC (Ir)

Factoring agreement—Factoring company entitled to retain such amount as it determined as security for claims and non-payment by debtors and over-payments made to company—Whether right of retention a right of set-off or account—Whether right of retention a charge on book debts created by company—Whether right of retention void for non-registration or as an attempt to contract out of rules of distribution—Bankruptcy Act 1914, s 31—Companies Act 1948, s 95—Companies Act 1985, ss 395, 396. **Re Charge Card Services Ltd (No 2)** [1987] 17, Ch D, [1987] 711 (note), CA

Fixed charge in favour of bank over company's book debts—Whether bank account constituted

- a book debt—Whether cheques and credit card transactions were book debts. **Northern Bank Ltd v Ross** [1991] 504, CA (NI)
- Charge covering 'fixed plant and machinery'—
 - Meaning of phrase 'fixed plant and machinery'. **Re Hi-Fi Equipment (Cabinets) Ltd** [1988] 65, Ch D
- Charge over company's property—
 - Chargee extending additional funds to finance building project—Funds advanced on condition that company dismissed its architects—Action for inducing breach of contract—Defence of justification. **Edwin Hill & Partners (a firm) v First National Finance Corp plc** [1989] 89, CA
- Charge to secure debts of group of companies
 - Companies in group wound up—Settlement of inter-company indebtedness—Set-off—Cross-guarantees—Relationship between sureties—Mercantile Law Amendment Act 1856, s. 5. **Brown v Cork** [1985] 363, CA
- Creation—
 - Whether equitable mortgage or charge created—Registration of company charges—Foreign company—Companies Act 1948, ss 95, 106. **Re Alton Corp** [1985] 27, Ch D
- Extension of time for registration of floating charge—
 - Administration order—Whether court's leave for application for extension necessary—Administration order for purpose of survival of company—Rescue of company not feasible—Liquidation inevitable—Companies Act 1985, s 404—Insolvency Act 1986, ss 8(3), 11 (3)(d). **Re Barrow Borough Transport Ltd** [1989] 653, Ch D
- Failure to register charge—
 - Application to have charge registered out of time—Charge not registered through oversight—Whether applicant could seek relief by means of interlocutory notice of motion—Whether just and equitable that charge should be registered—Protection of unsecured creditors—Terms on which order would be made. **Re Chantry House Developments plc** [1990] 813, Ch D
 - Enforceability—Nature of transaction—Trading contract with retention of title clause—Mortgage or charge distinguished from sale and resale with retention of title clause—Whether arrangement between parties constituting charge or sale—Whether void as against administrative receivers. **Re Curtain Dream plc** [1990] 925, Ch D
 - Failure to register in time—Court granting order that charge be registered out of time—Court subsequently granting order that charge be removed from register—Effect of registrar's certificate—Companies Act 1984, ss 402, 404. **Exeter Trust Ltd v Screenways** [1991] 888, CA
 - Imminence of winding up—Extension of time—Re Charles term—Companies Act 1948, s 101. **Re R M Arnold & Co Ltd** [1984] 535, Ch D
 - Out of time registration—Basis on which court will exercise its discretion to extend time for registration—Companies Act 1985, s 404. **Re Braemar Investments Ltd** [1988] 556
 - Subsequent charges over same property created and duly registered—Application for registration out of time—Terms on which permission to register charge would be granted—Companies Act 1985, s 404. **Re Fablehill Ltd** [1991] 830, Ch D
- Floating charge—
 - Fixed charge by way of legal mortgage over property of lessee—Floating charge over all future book debts of a company—Fixed charge over book debts—Receivers appointed under floating charge—Landlords issuing notices under s 6 of Law of Distress Amendment Act 1908—Entitlement to rents of sub-tenants—Law of Distress Amendment Act 1908, ss 1, 3, 6. **Rhodes v Allied Dunbar Pension Services Ltd, Re Offshore Ventilation Ltd** [1989] 318, CA
 - Floating charge over all future book debts of company—Rents due under sub-leases—Receivers appointed under floating charge—Landlords issuing notices under s 6 of Law of Distress Amendment Act 1908—Who is entitled to rents from sub-tenants—Law of Distress Amendment Act 1908, ss 3, 6. **Rhodes v Allied Dunbar Pension Services Ltd, Re Offshore Ventilation Ltd** [1988] 186, Ch D
 - Whether charge created at same time as payments made to company—Insolvency Act 1986, s 245. **Re Shoe Lace Ltd** [1992] 636, Ch D
- Judicial review —
 - Judicial review of decision of registrar of companies to register charge—Effect of certificate of registration—Jurisdiction of registrar of companies to register charge—Companies Act 1948, s 95 and s 98(2)—RSC Ord 53. **R v Registrar of Companies, ex p Esal (Commodities) Ltd (in liq)** [1985] 84, QBD
 - Judicial review of decision of registrar to register charge—Effect of certificate of registration—Practice of Registrar of Companies in registering charges—Locus standi to seek judicial review—Costs—Companies Act 1948, ss 95, 98(2) (Companies Act 1985, ss 395, 396, 401(2)) Companies Act 1948, ss 227 (Companies Act 1985, s 522)—Tribunals and Inquiries Act 1971, s 14—RSC Ord 53. **R v Registrar of Companies, ex p Central Bank of India** [1985] 465, CA
- Lien of sub-freights created by a company—
 - Whether registrable as a charge on book debts—Companies Act 1948, s 95 (Companies Act 1985, s 395). **Re Welsh Irish Ferries Ltd** [1985] 327, Ch D
- Realisation of charge—
 - Surplus available—Whether surplus payable to preferential creditors—Companies Act 1948, s 94 (Companies Act 1985, ss 614, 196 and Sch 19). **Re G L Saunders Ltd** [1986] 40, Ch D

Registrable charge—

Goods sold subject to title reservation—Buyer of goods factoring proceeds of sale—Priority between supplier and factor—Whether title reservation constituted a registrable charge—Law of Property Act 1925, s 136—Companies Act 1948, s 95 (Companies Act 1985, ss 395, 396) **E Pfeiffer Weinkellerei-Weineinkauf GmbH & Co v Arbuthnot Factors Ltd** [1987] 522, QBD

Whether registrable charge created—Whether transaction was an outright sale—Companies Act 1985, s 396(1). **Welsh Development Agency v Export Finance Ltd** [1991] 936, Ch D

Whether registrable charge created—Whether transaction was an outright sale—Certainty of contract—Administrative receivers—Liability of administrative receivers for inducing breach of contract—Companies Act 1985, s 395—Insolvency Act 1986, s 234. **Welsh Development Agency v Export Finance Co Ltd** [1992] 148, CA

Title reservation —

Whether charge created over company's assets—Whether charge should have been registered—Winding up of company—Companies Act 1985, ss 395, 396 (1). **Re Weldtech Equipment Ltd** [1991] 393, Ch D

Whether fixed or floating charge—

Company granted security over present and future assets—Described as fixed charge—Whether use of such terms prevents charge being a floating charge. **Re Armagh Shoes Ltd** [1984] 405, Ch D

CHEQUE

Dishonour—

Locus standi. *See* **Winding-up** (Locus standi—dishonoured cheque)

Personal liability of director. *See* **Director** (Cheque)

CHIEF EXECUTIVE

Removal from office. *See* **Director** (Removal from office)

Summary dismissal—

Claim for damages for unlawful dismissal—Dismissal allegedly for misconduct and incompetence as a director and employee. **Jackson v Invicta Plastics Ltd** [1987] 329, OBD

COMPANY INVESTIGATIONS

Ownership of company's shares. *See* **Shares** (Interest in shares)

COMPULSORY WINDING UP

Advertisement of petition—

Practice—Copy of advertisement to be lodged with court—Companies (Winding up) Rules 1949, r 33. **Practice Direction** [1986] 252, Ch D

Disposition of assets after presentation of petition—

Principle on which court will validate transaction—Companies Act 1985, s 822—Insolvency Act 1986, s 127. **Denney v John Hudson & Co Ltd** [1992] 901, CA

Distribution of assets—

Investment fund—Rule in Clayton's Case—Company receiving money from large number of clients for investment—Moneys to be placed in investment plans promoted and managed by company—Company going into liquidation owing large amounts to investors—Available assets insufficient to pay back investors—Basis on which available assets and moneys to be distributed among investors—Whether investors presumed to have contributed to collective investment fund—Whether 'first in, first out' rule in Clayton's Case to be applied to distribution—Whether available assets to be distributed *pari passu* rateably in proportion to amounts due to investors. **Barlow Clowes International Ltd (in liq) v Vaughan** [1992] 910, CA

Examination of officer of company—

Liquidation of company—Examination of officer by court—Transcript of examination—Serious fraud investigation—Whether transcript to be disclosed to SFO—Direction prohibiting disclosure sought—Whether jurisdiction to make direction—Insolvency Act 1986, s 236—Insolvency Rules 1986, (SI 1986/1925), r 9.5(4)—Criminal Justice Act 1987, ss 2, 3. **Re Arrows Ltd** [1992] 126, Ch D

Liquidator seeking order for private examination of receivers, debenture holder and mortgagee of company—Liquidator prompted and financed by company's principal unsecured creditor—Whether examination would be oppressive due to lapse of time—Whether there was a case for inquiry. **Re Adlards Motors Group Holding Ltd** [1990] 68, Ch D

Public examination—Insolvency—Service—Service out of jurisdiction—Company in compulsory liquidation—Public examination of officer of company—British person resident abroad—Whether court having jurisdiction to direct public examination of officer resident abroad and order service of process out of jurisdiction—Whether power to order public examination limited to person in England at relevant time—Insolvency Act 1986, s 133—Insolvency Rules 1986, SI 1986/1925, r 12.12. **Re Seagull Manufacturing Co Ltd (in liq)** [1992] 1, Ch D

Floating charge—

Floating charge created when company is insolvent—Company wound up within twelve months from creation of charge—Whether charge created in consideration for cash paid to company—Companies Act 1948, s 322. **Re G T Whyte & Co Ltd** [1983] 311, Ch D

- Whether floating charge created at same time as payments made to company—Insolvency Act 1986, s 245. **Re Shoe Lace Ltd** [1992] 636, Ch D
- Inability to pay debts—
- Allegation that company was indebted to petitioner—Whether debt owed. **Re Healing Research Trustee Co Ltd** [1991] 716, Ch D
- Contingent and prospective liabilities—Carrying on business on borrowed money—Companies Act 1948 s 223(d) (Companies Act 1985, s 518(1)(e)). **Re a company** [1986] 261, Ch D
- Whether debt bona fide disputed on substantial grounds—Potential effect on foreign litigation—Whether potential effect on foreign litigation to be taken into account—Whether abuse of process—Whether judicial discretion as to appropriate jurisdiction. **Re Wallace Smith Group Ltd** [1992] 989, Ch D (Companies Ct)
- Whether debt bona fide disputed on substantial grounds—Equitable set-off—Foreign company—Whether England appropriate jurisdiction—Motive for petition—Whether improper—Liquidators' potential conflict of interest. **Re Wallace Smith & Co Ltd** [1992] 970, Ch D (Companies Ct)
- Whether director should have realised that company could not pay its creditors—Basis on which court would impose such liability—Insolvency Act 1986, ss 212, 214. **Re Purpoint Ltd** [1991] 491, Ch D
- Inquiry into company's dealings—
- Duty of an officer of company to assist office holder—Examination under s 236 of Insolvency Act 1986—Whether person being examined could invoke privilege of self-incrimination—Insolvency Act 1986, ss 234-236. **Re Jeffrey S Levitt Ltd** [1992] 250, Ch D
- Just and equitable—
- Alternative remedy—Motion to strike out petition—Company formerly a partnership—Offer to purchase shares of minority shareholder—Whether acceptance of reasonable offer to purchase shares an alternative remedy available to minority shareholder—Whether minority shareholder entitled to have company's assets sold on open market because company was formerly a partnership—Whether just and equitable that company be wound up—Companies Act 1948, s 225(2)—Companies Act 1980, s 75. **Re a company** [1983] 151, Ch D
- Company in nature of a partnership—Petitioner removed from office as director—Companies Act 1965, s 218(1)(i) (Malaysia). **Tay Bok Choon v Tahansan Sdn Bhd** [1987] 472 PC
- Meetings—Validity of transfer of shares registered by secretary—Authority of secretary—Granting of compulsory winding-up order when company is being wound up voluntarily—Companies Act 1948, ss 222(f), 310. **Re Zinotty Properties Ltd** [1984] 375, Ch D
- Petition to wind up on just and equitable ground—Offer to purchase shares—Other proceedings in Queen's Bench Division—Whether assets amounting to tangible interest in liquidation—Whether petition should be stayed—Insolvency Act 1986, ss 122(1)(g), 125(2). **Re Wessex Computer Stationers Ltd** [1992] 366, Ch D
- Relief against oppression—Injunction against voting to increase company's capital—Preservation of status quo—Whether rights issue on pro rata basis could be unfairly prejudicial—Companies Act 1980, s 75. **Re a company** [1985] 80, Ch D
- Non-payment of debt—
- Dismissal of petition on payment of debt—Non-compliance with Companies (Winding-up) Rules 1949—Costs—Companies (Winding-up) Rules 1949, rr 28, 33. **Re Shusella Ltd** [1983] 505, Ch D
- Petition by contributory—
- Petition for winding up or for relief on ground of unfair prejudice—Undesirability of including prayer for winding up as matter of course as alternative to application for order for relief against unfair prejudice—Circumstances in which prayer for winding up appropriate—Avoidance of property dispositions etc—Form of order. **Practice Direction** [1990] 452, Ch D
- Rescission—
- Application for rescission—Court's jurisdiction to rescind order—Company wound up by mistake—Removal of winding-up order from register—Whether order should be removed from register—Insolvency Act 1986, s 13(1)—Insolvency Rules 1986, rr 4.3, 7.47(1)(4). **Re Calmex Ltd, Calmex Ltd v C Lila Ltd** [1989] 299, Ch D
- Application for rescission notwithstanding order had been perfected—Order properly made and company properly served at its registered office—Instructions however had been given to move company's registered office elsewhere but by mistake that had not been done—Company consequently not aware of service of statutory demand or of presentation of petition or of winding-up order—Application to rescind order made within seven days of company becoming aware of what had occurred—Company's assets exceeded its liabilities—Whether too late to make application—Whether court should rescind order. **Re Virgo Systems Ltd** [1990] 34, Ch D
- Solvent company—
- Petition by creditor—Disputed debt—Solvent company—Presentation of winding-up petition to put pressure on solvent company to pay money which is bona fide disputed—Whether abuse of process—Whether court will restrain presentation of petition. **Re a company (No 0012209 of 1991)** [1992] 865, Ch D (Companies Ct)
- Unregistered company—
- International organisation—International Tin Council—Council established by treaty between independent sovereign states—Council having headquarters in London—Council becoming insolvent and owing substantial debts—Whether court having jurisdiction to wind up council—

Companies Act 1985, s 665 (Insolvency Act 1986, s 220)—International Tin Council (Immunities and Privileges) Order 1972, para 6(1). **Re International Tin Council** [1987] 272, Ch D

Whether court had jurisdiction to wind up company—Whether provisional liquidator should be appointed. **Re a company (No 003102 of 1991), ex p Nyckeln Finance Co Ltd** [1991] 539, Ch D

Validation order—

Company's bank account frozen—Variation of order—Protection of bank's position—Meaning of advertisement of petition—Costs of application—Companies Act 1985, s 459—Insolvency Act 1986, ss 122(1)(g), 127—Insolvency rules 1986, SI 1986/1925, r 4.23(1)(c). **Re a company (No 00687 of 1991)** [1992] 133, Ch D (Companies Ct)

Voluntary winding up in progress—

Grounds on which court will order a compulsory winding up. **Re MCH Services Ltd** [1987] 535, Ch D

Grounds on which court will order a compulsory winding up. **Re Falcon R J Development Ltd** [1987] 437, Ch D

CONFIDENTIAL INFORMATION

Disclosure—

Confidential information acquired by employee in course of employment as compliance officer in a financial company—Disclosure to regulatory authorities and Inland Revenue—Disclosure alleged to be motivated by malice on part of employee—Whether abuse of confidential information—Whether employer entitled to injunction restraining employee from disclosing confidential information to regulatory authorities and Inland Revenue. **Re a company's application** [1989] 462, Ch D

Confidential report. *See* **Administration** (Inquiry into company's dealings)

Witness—Witness summons—Production of documents—Public interest immunity—Directors of insolvent company charged with theft—Liquidators of company obtaining information from persons connected with company—Information provided to liquidators voluntarily and in confidence—Defendants in criminal trial issuing witness summons requiring liquidators to produce transcripts of interviews with persons connected with company—Liquidators claiming public interest immunity—Whether public interest in confidentiality in information supplied to liquidators outweighing public interest in ensuring that defendants received fair trial—Criminal Procedure (Attendance of Witnesses) Act 1965, s 2. **R v Clowes** [1992] 1158, CCC
See also **Journalist** (Confidential information); **Winding up** (Disclosure of information)

CONSTRUCTIVE TRUST

Commercial transaction—

Underwriting costs of take-over—Allegation that company's property used to defray costs of underwriting costs of a take-over—Whether underwriter should have been aware that assets of company were being used improperly to pay underwriting expenses—Test to be applied in determining whether third party liable as constructive trustee—Whether test is same in case of receipt of trust property and in case of participating in breach of trust—Whether constructive trust principle should be applied in case of commercial transactions. **Eagle Trust plc v SBC Securities Ltd** [1991] 438, Ch D

CONTEMPT OF COURT

Breach of injunction and undertakings—

Degree of particularity required in notice of motion for committal for contempt—Submission of no case to answer—Duty of director to take steps to ensure company complies with injunction or undertaking—Liability for contempt for failure to do so. **A-G for Tuvalu v Philatelic Distribution Corp** [1990] 245, CA

Director. *See* **Director** (Contempt); **Liquidator** (Contempt)

CONTRACT

Agent—

Contract entered into by agent on behalf of company—Whether agent personally liable on contract—Companies Act 1985, s 36(4)—(Companies Act 1985, s 38C). **Badgerhill Properties Ltd v Cottrell** [1991] 805, CA

Incorporation of terms—

Retention of title clause—Whether charge created—Companies Act 1948, s 95. **John Snow & Co Ltd v DBG Woodcroft & Co Ltd** [1985] 54, Ch D

Pre-incorporation contract—

Company not in existence at time contract is entered into—Whether other party bound on basis of estoppel—Foreign company—Companies Act 1985 s 36(4). **Rover International Ltd v Cannon Film Sales Ltd** [1987] 540, Ch D, [1988] 710 (note), CA

Nullity—Whether enforceable—Whether parties intended personal contract—Whether quantum meruit—Companies Act 1985, ss 34, 36(4). **Cotronic (UK) Ltd v Dezonie** [1991] 721, CA

COSTS

Abandonment of administration order. *See* **Administration Order** (Costs)

Appeal to Court of Appeal—

Leave—Requirement of leave—Appeal as to costs only—Appeal as to costs without leave of trial judge—Costs order made against person who was not party to proceedings—Whether leave required to appeal from costs order—Whether costs order against person who was not party to proceedings an order 'relating only to costs'—Supreme Court Act 1981, s 18(1)(f). **Re Land and Property Trust Co plc (No 3)** [1991] 856, CA

Granting of an administration order on undertaking to present a petition. *See* **Administration** (Granting of an order on an undertaking to present a petition)

Prospective order as to costs. **Re Charge Card Services Ltd** [1986] 316, Ch D

Security for costs—

Defendant company insured plaintiff's premises—Plaintiff claimed on policy—Security of costs—Principles on which court will grant security for costs—Companies Act 1985, s 726.

Aquila Design (GRP Products) Ltd v Cornhill Insurance plc [1988] 134, CA

Inherent jurisdiction of court—Plaintiff company incorporated in Northern Ireland—RSC Ord 23, r 1(1) (a)—Judgments Extension Act 1868—Companies Act 1948, s 447. **Wilson Vehicle Distributions Ltd v Colt Car Co Ltd** [1984] 93, QBD

Order for security for costs against a company incorporated and resident in Northern Ireland—RSC Ord 23, r 1(1)(a)—Companies Act 1985, s 726. **DSQ Property Co Ltd v Lotus Cars Ltd** [1987] 60, CA

Plaintiffs giving cross-undertakings in damages on grant of injunctions against defendants—Defendants seeking fortification of cross-undertakings—Security for costs sought against plaintiff company—Plaintiff company one of several plaintiffs—Companies Act 1985. **Bhimji v Chatwani, Chatwani v Bhimji (No 2)** [1992] 387, Ch D

Limited company as plaintiff—Reason to believe company would be unable to pay defendant's costs if defendant successful—Discretion of court whether to order security—Plaintiff company ceasing to trade and unable to pay defendant's costs if defendant successful—Whether judge erred in refusing to order plaintiff to provide security for costs. **Trident International Freight Services Ltd v Manchester Ship Canal Co** [1990] 263, CA

Winding up—Payment of company's costs. *See* **Winding up** (Public interest)

See also **Minority Shareholder's Action** (Costs); **Receiver** (Costs)

CREDITOR**Preferential creditor—**

Company indebted to preferential creditor for other debts—Set-off—Preferential creditor indebted to company—Manner in which set-off had to be made—Bankruptcy Act 1914, s 31—Companies Act 1985, ss 611-614. **Re Unit 2 Windows Ltd** [1986] 31, Ch D

Running of time against creditor's claims. *See* **Winding up** (Running of time against creditors)

Unsecured creditor. *See* **Voluntary Winding up** (Unsecured creditor)

CRIMINAL LAW**Offence by body corporate —**

Manager's liability for contravention by company of requirements in fire certificate — Employee in charge of day-to-day running of bookshop while general manager away on holiday — Inspection of bookshop showing serious breaches of fire certificate — Whether employee 'manager' of bookshop — Whether employee guilty of contravention of requirements in fire certificate — Fire Precautions Act 1971, s 23. **R v Boal** [1992] 872, CA

See also **Fraudulent Trading**; **Theft**

DAMAGES**Fraudulent misrepresentation—**

Sale of shares. *See* **Shares** (Sale—Misrepresentation)

DEBENTURE**All-moneys debenture—**

Extent of coverage—Whether extended to loan stock of third party acquired by debenture holder. **Re Quest Cae Ltd** [1985] 266, Ch D

Transfer free of all equities—

Law of Property Act 1925, s 172. **Hilger Analytical Ltd v Rank Precision Industries Ltd** [1984] 301, Ch D

DERIVATIVE ACTION**Action by company against receivers for breach of duty—**

Whether such an action could be derivative in form. **Watts v Midland Bank** [1986] 15, Ch D

Minority shareholder—

Plaintiff's application that it be indemnified up to and including discovery and inspection—Whether appropriate case for order. **Jaybird Group Ltd v Greenwood** [1986] 319, Ch D

See also **Minority Shareholder's Action** (Derivative action)

DIRECTOR**Breach of duty—**

Alleged improper exercise of power to allot shares—Whether shareholder entitled to indemnity

- order as to costs—Companies Act 1985, s 459. **Re a company (No 005136 of 1986)** [1987] 83 Ch D
- Matrimonial home purchased and owned by company—Wife a director of company—Husband arranging for company to mortgage property without wife's knowledge—Company incurring overdraft—Wife making contribution to reduce company overdraft—Mortgagee seeking possession of property from company—Whether any connection between contribution and acquisition of matrimonial home—Whether wife's contribution giving her equitable interest in home—Whether wife acting in breach of duty as director—Director's duties to creditor. **Winkworth v Edward Baron Development Co Ltd** [1987] 193, HL
- Company carrying on business under a name other than its registered name—
Whether a director of company was liable for debts of company—European Communities Act 1972, s 9(2) (Companies Act 1985, s 36(4))—Companies Act 1948, ss 18, 108 (Companies Act 1985, s 349). **Oshkosh B'Gosh Inc v Dan Marbel Inc Ltd** [1989] 507, CA
- Cheque—
Cheque signed on behalf of company by director—Cheque in modern form—Personal liability of director—Bills of Exchange Act 1882, s 26. **Bondina Ltd v Rollaway Shower Blinds Ltd** [1986] 177, Ch D
Company's name not appearing on cheques—Liability of director—Cheques signed on behalf of company—Personal liability of director who signed cheques on behalf of company—Whether plaintiffs estopped from suing director—Whether cheques could be rectified. **Rafsanjan Pistachio Producers Co-op v Reiss** [1990] 352, QBD
- Contempt—
Order made against company—Breach of order by company—Whether director could be liable in contempt by virtue of his office. **Director General of Fair Trading v Buckland** [1990] 162, RPC
- Costs. *See* **Administration Order** (Costs—Petition for administration order abandoned—Whether directors could be ordered to pay costs)
- Disclosure of interest—
Disclosure of interests by directors in transactions—Directors given indemnity against consequences of company entering into a management agreement—Whether granting of indemnity made directors interested in contract—Whether interests should have been disclosed—Whether Management agreement was bounding on company—Companies Act 1985, s 317—Companies (Tables A to F) Regulations 1985 (SI 1985/805), Table A, art 85. **Lee Panavision Ltd v Lee Lighting Ltd** [1992] 22, CA
Disclosure of interests in contracts—Directors given indemnity against consequences of entering into a contract—Whether offer of such an indemnity made directors interested in contract—Article 85 of Table A of Companies Act 1985—Whether article required a director to disclose his interest at a board meeting at which contract was first considered—Companies Act 1985, s 317—Companies (Tables A to F) Regulations 1985, Table A, art 85. **Lee Panavision Ltd v Lee Lighting Ltd** [1991] 575, Ch D
- Disqualification. *See* **Disqualification of Director**
- Duty—
Breach of duty—Director nominated by major shareholder—Shareholder's liability for nominee director's breach of duty—Bank nominating and employing two of five directors of money broking company—Trustee appointed to protect depositors of company—Company covenanting in trust deed to furnish trustee with certificates of financial position on behalf of directors—Directors nominated by bank not signing certificates—Company becoming insolvent—Whether bank's nominee directors owing duty of care to company and trustee in relation to certificates—Whether bank vicariously liable for breach of duty by its nominee directors—Whether nominee directors acting as agent of bank in carrying out duties as directors—Whether bank a director on basis that nominee directors accustomed to act on its direction or instruction. **Kuwait Asia Bank EC v National Mutual Life Nominees Ltd** [1990] 868, PC
Conflict of interest and duty—Provision in articles of association modifying directors' duties—Validity of provision in articles of association—Companies Act 1948, s 205 (Companies Act 1985, s 310). **Movietex Ltd v Bulfield** [1988] 104, Ch D
Duty of care—Prospective and company report—Liability to directors for inaccuracies in prospectus and report—Shareholder relying on prospectus and report when buying company's shares on stock market—Shareholder suffering loss on shares—Whether directors owing duty of care to shareholder or anyone else who relied on prospectus to purchase shares in company on stock market. **Al-Nakib Investments (Jersey) Ltd v Longcroft** [1991] 7, Ch D
Duty of care—Standard of care—Extent to which director is entitled to trust others—Insolvency Act 1986, s 214(4). **Norman v Theodore Goddard (a firm) (Quirk, third party)** [1991] 1028, Ch D
Duty of care and skill—Standard of care and skill—Duty of non-executive director—Companies Act 1948, s 48 (Companies Act 1985, s 727). **Dorchester Finance Co Ltd v Stebbing** [1989] 498, Ch D
- Fiduciary duty—
Directors of a company entering into an undertaking to recommend a sale of shares of a subsidiary—Undertaking to use best endeavours to obtain approval of shareholder for sale—Higher offers made for shares of subsidiary—Whether directors could recommend higher offer to shareholders. **John Crowther Group plc v Carpets International plc** [1990] 460, Ch D

- Duty of disclosure—Failure to disclose interest in contract with company—Consequences of breach of duty—Companies Act 1985, s 317. **Guinness plc v Saunders** [1988] 607, CA
- Failure to disclose breach of duty—Compensation for termination of service—Company's right to recover compensation. **Horcal Ltd v Gatland** [1983] 60, QBD, [1984] 549, CA
- Right of company to recover money allegedly illegally received by director—Failure of director to disclose his interest in a contract with company—Exercise of discretion by court to exonerate director for breach of duty—Companies Act 1985, ss 317 and 727. **Guinness plc v Saunders** [1988] 43, Ch D
- Sale of company assets—Whether undervalue—Breach of fiduciary duty—Constructive trust—Knowing receipt—Knowing assistance in fraudulent design—Tracing—Fraudulent misrepresentation—Companies Act 1985, s 317. **Cowan de Groot Properties Ltd v Eagle Trust plc** [1991] 1045, Ch D
- Sale of property to director without obtaining necessary shareholder approval—Validity of shareholders' meeting—Companies Act 1980, s 48 (Companies Act 1985, s 320)—Companies Act 1948, s 132 (Companies Act 1985, s 368). **Joint Receivers and Managers of Niltan Carson Ltd v Hawthorne** [1988] 298, QBD
- Resignation of director from office—Corporate opportunity—Whether liable to account to company—Confidential information. **Island Export Finance Ltd v Umunna** [1986] 460, QBD.
- Liability—**
- Personal liability of a director of a defendant company—Allegation that director of a company personally assisting and procuring company to commit tortious acts—Whether director personally liable—Copyright Act 1956, ss 1(2), 3(5)(a). **C Evans and Sons Ltd v Spritebrand Ltd and Sullivan** [1985] 105, CA
- Misfeasance—**
- Director making a transfer by way of fraudulent preference—Company known to be insolvent—Whether director in breach of duty—Companies Act 1948, s 333 (Insolvency Act 1986, s 212(1)). **West Mercia Safetywear Ltd (in liq) v Dodd** [1988] 250, CA
- Sale of company's assets—Allegation that directors breached their duty by selling company's assets at an undervalue—Whether director required to liquidate company if business not capable of survival. **Re Welfab Engineers Ltd** [1990] 833, Ch D
- Name of company not accurately stated on promissory note—**
- Liability of director—Companies Act 1948, s 108 (Companies Act 1985, s 349). **Blum v OCP Repartition SA** [1988] 170, CA
- Liability of director—Companies Act 1985, s 349. **Lindholm & Co A/S v Fowler** [1988] 166, CA
- Negligence—**
- Shareholders approving or adopting directors' actions—Whether informal acts of shareholders effective and valid—Practice—Service of writ out of jurisdiction—Place in which tort took place—Action properly brought against person within jurisdiction—Person out of jurisdiction a necessary and proper person to action—RSC Ord 11, r 1. **Multinational Gas and Petrochemical Co v Multinational Gas and Petrochemical Services Ltd** [1983] 461, CA
- Privilege against self-incrimination—**
- Administrative receiver—Examination of director—Privilege against self-incrimination—Whether director entitled to exercise privilege against self-incrimination—Whether examination should be ordered—Insolvency Act 1986, s 236. **Re A E Farr Ltd, Re Staverton Construction Ltd, Re Farr Securities Ltd, Re Farr plc** [1992] 333, Ch D
- Examination of director—Privilege against self-incrimination—Ex parte order for private examination of director—Whether order should be set aside or stayed—Whether there was a bar preventing a private examination once criminal charges had been brought against examinee—Whether liquidators should provide examinee in advance with a list of questions to be asked—Insolvency Act 1986, s 236. **Re Arrows Ltd (No 2)** [1992] 1176, Ch D
- Provisional liquidator—Inquiry into company affairs—Privilege against self-incrimination—Company managing company pension fund investments—Fund irregularities—Provisional liquidator appointed to conduct inquiry into company's affairs—Former director possessing information on transfers of assets out of fund—Provisional liquidator obtaining order requiring former director to disclose information—Former director claiming privilege against self-incrimination—Whether former director entitled to rely on privilege—Whether insolvency legislation abrogating privilege—Whether purpose of insolvency legislation inconsistent with privilege—Insolvency Act 1986, ss 235, 236. **Bishopsgate Investment Management Ltd v Maxwell, Cooper v Maxwell, Mirror Group Newspapers plc v Maxwell** [1992] 475, CA
- Provisional liquidator requiring information from director—Whether director obliged to provide information and answer questions—Privilege against self-incrimination—Insolvency Act 1986, ss 235, 236. **Bishopsgate Investment Management Ltd v Maxwell** [1992] 470, Ch D
- Removal from office—**
- Claim that director had been given assurance that he would remain chief executive—Removal from office as chief executive—Vote to remove director from office—Injunction to prevent votes being cast to remove director from office. **Walker v Standard Chartered Bank plc, Jasaro SA v Standard Chartered Bank plc** [1992] 535, CA
- Dismissal from office—Executive director—Validity of contract between company and director—Whether director had disclosed his interest in contract—Whether director had been in breach of fiduciary duty in entering into contract—Measure of damages for breach of contract—Companies Act 1985, s 317. **Runciman v Walter Runciman plc** [1992] 1084, Ch D

Whether statutory right of removal applied—Minority oppression—Dispute whether person was a director—Whether removal unfairly prejudicial. **Currie v Cowdenbeath Football Club Ltd** [1992] 1029, CS (Outer House)

Remuneration—

Articles of association authorising board of directors to grant special remuneration to any director serving on committee of board—Committee established to implement take-over bid authorising payment of special remuneration to one of its members for advice and services in connection with bid—Payment not authorised by board of directors—Whether committee having power to authorise payment—Whether company entitled to recover money paid to director—Whether director entitled to reasonable remuneration for his services by way of equitable allowance or quantum meruit. **Guinness plc v Saunders** [1990] 402, HL

Transfer of shares—

Whether transfer was a sham—Whether director should have informed company of gift—Sale of shares that were so transferred—Effect of Model Code for Securities' Transactions by Directors of Listed Companies—Whether director was in possession of undisclosed price sensitive information—Whether sale of shares was unenforceable for illegality—Company Securities (Insider Dealing) Act 1985, ss 1, 8(3). **Chase Manhattan Equities Ltd v Goodman** [1991] 897, Ch D

DISCLAIMER

Disclaimed property—

Company struck off register—Crown disclaimer of lease—Vesting order sought in respect of lease—Whether applicant had interest in or liability in respect of lease—Whether Crown disclaimer to be treated as liquidator's disclaimer—Companies Act 1985, s 657—Insolvency Act 1986, ss 178-182. **Re Yarmarine (IW) Ltd** [1992] 276, Ch D

Effect of Crown disclaimer—Company struck off register and dissolved—Company vested in Crown—Treasury Solicitor disclaimed company's lease—Whether guarantor of lease had standing to apply for lease to be vested in him—Whether guaranteed under a liability in respect of disclaimed property—Companies Act 1985, ss 652, 657—Insolvency Act 1986, ss 178(4), 181(2). **Re No 1 London Ltd** [1991] 501, Ch D

Onerous property. See **Liquidator; Winding up**

DISCOVERY

Inspection of company's documents—

Proceedings to recover sums withdrawn from company—Mareva injunction—Limited cross-understanding as to damages only offered—Inspection of company's documents sought by respondents to prepare defence to criminal charges—Stay of proceedings until after criminal trial—Insolvency Act 1986, s 155—Police and Criminal Evidence Act 1984, s 21(3), (4). **Re DPR Futures Ltd** [1989] 634, Ch D

Interrogatories to company—

Duty of company in answering interrogatories—Whether duty to make inquiries of former officers, servants and agents of company—Court's discretion to order further answers—RSC Ord 26, r 5. **Stanfield Properties Ltd v National Westminster bank plc** [1983] 197, Ch D

Legal professional privilege—

Documents obtained in course of administration of company—Whether subject to discovery by shareholders—Companies Act 1985, s 459—Insolvency Act 1986, s 122(1)(g). **Re Hydrosan Ltd** [1991] 418, Ch D

Whether bank could claim such privilege in documents prepared by or produced to accountants investigating bank's problem loans—Circumstances in which production of documents subject to legal professional privilege could be compelled under s 3 of Banking Act 1987—Duty of confidentiality—Whether accountants entitled to disclose confidential information to a non-statutory inquiry inquiring into supervision of bank—Criminal Justice Act 1987, s 2—Banking Act 1987, s 39. **Price Waterhouse (a firm) v BCCI Holdings (Luxembourg) SA** [1992] 583, Ch D

DISQUALIFICATION OF DIRECTOR

Appeal—

Registrar exercising power to disqualify—Whether appeal from registrar lying to High Court judge or Court of Appeal. **Re Tasbian Ltd (No 2)** [1991] 59, CA

Application for disqualification order—

Company becoming insolvent on happening of different events—Some but not all of events occurring more than two years before order of disqualification sought—Company Directors Disqualification Act 1986, ss 6(1) (2) and 7(2). **Re Tasbian Ltd** [1989] 720, Ch D

Leave to amend application for disqualification of director of a company in voluntary liquidation—Official receiver making application in his own name—Official receiver mistakenly believing he had locus standi to make application—Whether Secretary of State's name could be substituted for official receiver's—Company Directors Disqualification Act 1986, ss 6, 7—RSC Ord 20, r 5(3). **Re Probe Data Systems Ltd** [1989] 561, Ch D

Leave to apply for a disqualification order out of time—Appeal from registrar's decision—Whether procedure for appeal governed by Insolvency Rules 1986—Matters to be taken into account on application for leave—Company Directors Disqualification Act 1987, ss 7(2), 21—

- Insolvency Act 1986, s 411—Insolvency Rules 1986, SI 1986/1925, rr 7.47, 7.49. **Re Probe Data Systems Ltd (No 3), Secretary of State for Trade and Industry v Desai** [1992] 405, CA
- Notice—From what period application for order is deemed to run—Whether need to give notice is mandatory. **Re Jaymar Management Ltd** [1990] 617, Ch D
- Notice—Whether need to give ten days' notice mandatory—Company Directors Disqualification Act 1986, s 16(1). **Secretary of State for Trade and Industry v Langridge** [1991] 543, CA
- Procedure to be followed where Secretary of State seeking leave to apply out of time for disqualification order. **Re Probe Data Systems Ltd (No 2)** [1990] 574, Ch D
- Procedure to be followed where Secretary of State seeking leave to apply out of time for disqualification order—Basis on which court will give grant leave. **Re Crestjoy Products Ltd** [1990] 677, Ch D
- Company becoming insolvent on happening of different events—
- Some but not all of events occurring more than two years before order of disqualification sought—When period within which disqualification order may be made begins to run. **Re Tasbian Ltd (No 1)** [1991] 54, CA
- Conduct—
- Allegation of persistent default as liquidator—Exercise of court's discretion to exclude irrelevant evidence—RSC Ord 41, r 6—Companies Act 1948, s 188 (as amended). **Re Arctic Engineering Ltd** [1985] 209, Ch D
- Company going into insolvent liquidation—Inadequate capitalisation—No proper accounts—Director of previous company wound up as insolvent—Application for leave to act as a director of new company on undertaking as to conduct. **Re Chartmore Ltd** [1990] 673, Ch D
- Conduct as a director—Acting as a director—Respondent acting as a director of insolvent companies—Respondent not appointed as director of companies—Whether respondent's conduct while assuming to act as a director relevant—Use of unpaid Crown debts to finance insolvent company's business—Notice of allegations required to be given to director sought to be disqualified—Companies Act 1985, s 300. **Re Lo-Line Electric Motors Ltd** [1988] 698, Ch D
- Default in complying with reporting provisions of Companies Acts—Disqualification—Exercise of court's discretion—Companies Act 1976, s 28—Companies Act 1948, s 188 (as amended). **Re Civica Investments Ltd** [1983] 456, Ch D
- Insolvent companies—Companies undercapitalised—Use of Crown moneys—Transaction creating misleading impression of creditworthiness of companies—Customers' deposits put at risk—Mitigating factors—Periods for which disqualification orders should be made—Concern as to role of auditors—Company Directors Disqualification Act 1986, s 6. **Re Austinsuite Furniture Ltd** [1992] 1047, Ch D
- Leave sought to withdraw proceedings—Costs—Whether DTI should pay costs—Company Directors Disqualification Act 1986, s 6. **Re Southbourne Sheet Metal Co Ltd** [1992] 361, Ch D
- Nature of proceedings appealing against registrar's decision for proceedings to be brought out of time—Whether a financial adviser was a director—Whether conduct justified making of a disqualification order—Company Directors Disqualification Act 1986, s 7(2). **Re Tasbian Ltd (No 3)** [1991] 792, Ch D
- Order prohibiting person from acting as a director—Appeal against order. **Re Time Utilising Business Systems Ltd** [1990] 568, Cty Ct
- Person being director of more than one company going into insolvent liquidation—Companies Act 1985, s 300. **Re J & B Lynch (Builders) Ltd** [1988] 376, Ch D
- Whether conduct showed a lack of commercial probity or other serious breach of duty—Company Directors Disqualification Act 1986, s 6. **Re ECM (Europe) Electronics Ltd** [1992] 814, Ch D
- Contravention of disqualification order—
- Management consultant—Whether concerned or taking part in management of company—Companies Act 1948, s 188. **R v Campbell (Archibald James)** [1984] 83, CA
- Discretion of court—
- Basis on which court will exercise its discretion—Whether directors all equally responsible for insolvent liquidation of companies—Whether one director could rely on another. **Re Cladrose Ltd** [1990] 204, Ch D
- Basis on which court will exercise its discretion—Companies Act 1985, s 300. **Re Stanford Services Ltd** [1987] 607, Ch D
- Basis on which court will exercise its discretion—Companies Act 1985, s 300. **Re Dawson Print Group Ltd** [1987] 601, Ch D
- Basis on which court will exercise its discretion to disqualify—Companies Act 1985, s 300. **Re CU Fittings Ltd** [1989] 556, Ch D
- Basis on which court will exercise its discretion to make disqualification order—Companies Act 1985, s 300. **Re Douglas Construction Services Ltd** [1988] 397, Ch D
- Basis on which court will exercise its discretion to make disqualification order—Director not involved in company's financial affairs—Director now running better managed company—Disqualification order subject to provisos—Companies Act 1985, s 300. **Re Majestic Recording Studios Ltd** [1989] 1, Ch D
- Period of disqualification—
- Conduct making person unfit to be concerned in management of a company—Director failing to

- ensure accounting records kept or annual returns made—Trading while insolvent—Trading using Crown moneys—No personal benefit to director but rather financial loss. **Re Sevenoaks Stationery (Retail) Ltd** [1990] 668, Ch D
- De facto director—Appropriate period of disqualification—Leave to be general manager—Company Directors Disqualification Act 1986, ss 1, 6. **Re Cargo Agency Ltd** [1992] 686, Ch D
- Directors of two companies which went into insolvent liquidation—Second company acquired business of first company—Use of Crown debts to finance business—Failure by one director to monitor financial affairs—Directors not personally benefitting from companies—Period for which disqualification orders should be made—Company Directors Disqualification Act 1986, s 6. **Re Melcast (Wolverhampton) Ltd** [1991] 288, Ch D
- Insolvent companies—Whether directors unfit—Disqualification orders—Appropriate periods of disqualification—Company Directors Disqualification Act 1986, s 6—Insolvent Companies (Disqualification of Unfit Directors) Proceedings Rules 1987 (SI 1987/2023), r 3.2. **Re City Investment Centres Ltd** [1992] 956, Ch D (Companies Ct)
- Non-payment of Crown debts—Failure to ensure accounts and annual returns filed—Period for which disqualification order should be made—Company Directors Disqualification Act 1986, s 6. **Re Tansoft Ltd** [1991] 339, Ch D
- Person a director of more than one company going into insolvent liquidation—Period of disqualification—Appropriate period of disqualification in case of serious misconduct—Company Directors Disqualification Act 1986, s 6. **Re Travel Mondial (UK) Ltd** [1991] 120, Ch D
- Principles on which court will exercise its discretion—Materiality of Crown debts—No personal benefit to director but loss to company—Failure to maintain proper accounting records—Appeal against length of disqualification order—Company Directors Disqualification Act 1986, s 6. **Re Sevenoaks Stationers (Retail) Ltd** [1991] 325, CA
- Unfitness of director—
- Company going into insolvent liquidation—Trading while insolvent—Directors causing company to enter into agreements with another company they owned and managed—Bank overdraft secured on directors' property reduced—Application for disqualification—Company Directors Disqualification Act 1986, s 6. **Re Bath Glass Ltd** [1988] 329, Ch D
- Director of two companies wound up within five years—Whether director's conduct making him unfit to manage a company—Reliance on financial advisers as to company's solvency—Agreement to pay Crown debts by instalments—Second company formed to acquire business of first company from receiver—Liabilities incurred and remuneration paid to director when company had no business—Companies Act 1985, s 300. **Re McNulty's Interchange Ltd** [1989] 709, Ch D
- Director of several companies wound up insolvent within five years—Financing unprofitable trade with Crown debts—Failure to file accounts—Director running other successful companies—Application of natural justice to disqualification proceedings—Companies Act 1985, s 300—(cf now Company Directors Disqualification Act 1986, s 6). **Re Churchill Hotel (Plymouth) Ltd** [1988] 241, Ch D
- Whether directors unfit to be concerned in management of a company—Whether directors had shown a want of commercial probity—Directors receiving high remuneration when company in financial trouble—Debt repaid to director in fraudulent preference to other creditors—Whether VAT, national insurance contributions and PAYE moneys retained Phoenix company set up by directors purchasing stock of insolvent company at forced sale valuation—Directors acting on professional advice—Whether transcripts of private examination of directors admissible in evidence. **Re Keyapak Homecare Ltd** [1990] 440, Ch D

DIVIDEND

- Auditor's report qualified—
- Failure to comply with statutory procedure—Constructive trust—Trustee Act 1925, s 61—Companies Act 1980, ss 39, 43 (Companies Act 1985, ss 263, 271). **Precision Dippings Ltd v Precision Dippings Marketing Ltd** [1985] 385, CA
- Declaration of dividend—
- Declaration of dividend by sub-subsidiary—Allegation that dividend was ultra vires—Parent company making bonus issue—Bonus issue paid by mistake—Whether dividend had to be repaid—Application to have share register altered—Companies Act 1985, s 359. **Re Cleveland Trust plc** [1991] 424, Ch D

ESTOPPEL

- Representation—
- Investors in a company—Representation that investment has made a profit—Representation false—Whether liquidator estopped from denying that company has made represented profit—Companies Act 1985, s 425. **Re Exchange Securities and Commodities Ltd (No 3); Re Exchange Securities Financial Services Ltd** [1987] 425, Ch D

EUROPEAN ECONOMIC COMMUNITY

- Jurisdiction—
- Convention on Jurisdiction and Enforcement of Judgments in Civil and Commercial Matters—Jurisdiction—Business conducted by company of contracting state through independent com-

pany with same name and identical management in another contracting state—Whether company carrying on activities through 'operations of a branch, agency or other establishment'—Whether jurisdiction under art 5(5)—Convention on Jurisdiction and Enforcement of Judgments in Civil and Commercial Matters, art 5(5). **SAR Schotte GmbH v Parfums Rothschild SARL** [1992] 235, CJEC

Fourth Directive on annual accounts—

Failure of some member states to implement Directive—Consequences of such failure—EEC Treaty, art 54(3) (g). **Ministère Public v Blangueron (Case C-38/39)** [1991] 635, CJEC

Freedom of establishment—

Beneficiaries—Companies and firms—Movement within Community—Transfer of activities or of central management and control—National provision requiring consent to transfer—United Kingdom tax legislation requiring Treasury consent for body corporate resident in United Kingdom to cease to be so resident or to transfer its trade or business to person not so resident—Whether Treaty provisions guaranteeing freedom of establishment applying to companies or firms—Whether Treaty provisions conferring right on company incorporated in one member state to transfer central management and administration to another member state while retaining status as company incorporated in first member state—Whether United Kingdom legislation restricting freedom of establishment—Income and Corporation Taxes Act 1970, s 482(1)—EEC Treaty, arts 52, 58—EC Council Directive 73/148. **R v HM Treasury, ex p Daily Mail and General Trust plc** [1989] 206, CJEC

EVIDENCE

Admissibility—

Incriminating statements made by defendant at public examination in bankruptcy—Admissibility—Whether evidence of transcript of defendant's public examination and his bankruptcy file admissible in trial of defendant for theft—Theft Act 1968, s 31—Insolvency Act 1986, s 433—Insolvency Rules 1986, r 6.175. **R v Kansal** [1992] 1009, CA

Evidence given to inspectors. *See Investigation by Department of Trade and Industry* (Evidence given to inspectors)

Foreign tribunal—

American bankruptcy proceedings involving reorganisation of a company—Whether proceedings constituted a trial—Validity of letters rogatory—Evidence (Proceedings in Other Jurisdictions) Act 1975. **Re International Power Industries NV** [1985] 128, QBD

Inspectors' report. *See Investigation by Department of Trade and Industry* (Inspectors' report)

EXECUTION

Charging order nisi—

Resolution to wind up debtor company on grounds of insolvency—Whether debtor's insolvency and inevitability of liquidation sufficient cause for refusing to make order absolute—Companies Act 1948, s 325—Administration of Justice Act 1956, s 35(1)—RSC Ord 15, r 1(6). **Roberts Petroleum Ltd v Bernard Kenny Ltd** [1983] 28, HL

FINANCIAL SERVICES

Investment business. *See Investment Business*

FLOATING CHARGE

Charge created within twelve months of winding up of company—

Charge enforced and charged assets sold by receiver before commencement of winding up—Whether liquidator could recover proceeds of sale—Companies Act 1948, ss 320, 322. **Mace Builders (Glasgow) Ltd v Lunn** [1985] 154, Ch D

Crystallisation—

Cessation of company's business—Automatic crystallisation—Order of priorities—Companies Act 1948, s 94. **Re Woodroffes (Musical Instruments) Ltd** [1985] 227, Ch D, [1987] 55, CA

Nature of floating charge—Whether charge on books debts covers balance in bank account—Whether charge can be made to crystallise on giving of notice—Preferential creditors—Companies Act 1985, s 614. **Re Brightlife Ltd** [1986] 418, Ch D

Property subject to charge—

Claims of preferential creditors—Whether charge crystallised before appointment of receiver—Companies Act 1985, s 196. **Re Permanent Houses (Holdings) Ltd** [1988] 563, Ch D

Winding up—

Property realised after commencement of winding up—Whether void disposition—Companies (NSW) Code, s 368 (Companies Act 1985, s 522). **Re Margart Pty Ltd, Hamilton v Westpac Banking Corp** [1985] 314, SC(NSW)

FOREIGN COMPANY

Place of business within Great Britain—

Business only incidental to foreign company's main business—Companies Act 1948, ss 406, 412. **South India Shipping Corp Ltd v The Export-Import Bank of Korea** [1985] 163, CA

Winding up. *See Winding up* (Foreign company)

See also Oversea Company

FOREIGN JUDGMENT

Enforcement—

Foreign judgment against a company—Whether court having jurisdiction to make judgment—Whether an English court would enforce judgment—Burden of proving jurisdiction of foreign court—Liability of parent company for acts of its subsidiaries—Whether group of companies should be treated as a single economic entity—Use of corporate form to reduce potential, liability of parent company—Whether subsidiary acting as agent of a foreign company—Whether foreign judgment should be enforced because of breach of natural justice. **Adams v Cape Industries plc** [1990] 479, CA

FOREIGN SOVEREIGN STATE

Immunity from suit—

International organisation—Liability of members of organisation—International Tin Council Council becoming insolvent and defaulting on debts—Whether International Tin Council a body corporate. **Maclaine Watson Co Ltd v Dept of Trade and Industry** [1990] 102, HL

FRAUD

Whether signature of an agent can constitute signature of a company—

Negligence—Limitation of actions—Statute of Frauds Amendment Act 1828, s 6—Misrepresentation Act 1967, s 2(1)—Limitation Act 1980, ss 2, 32. **UBAF Ltd v European American Banking Corp** [1984] 112, CA

FRAUDULENT MISREPRESENTATIONSee **Misrepresentation****FRAUDULENT TRADING**

Creditors not taking any action to obtain redress—

Indictment containing no mention of creditors—Whether s 332(3) creating a separate offence of carrying on business for a fraudulent purpose—Companies Act 1948, s 332(1), (3) as amended by Companies Act 1981, s 96. **R v Kemp** [1988] 217, CA

Intent to defraud creditors —

Knowingly party to carrying on business with intent to defraud creditors—Intention—What constitutes intent to defraud creditors—Nature and form of relief—Declaration—Necessity to specify responsibility for definite sum in declaration—Sum may include compensatory and punitive element—Companies Act 1985, s 630 (Insolvency Act 1986, s 213). **Re a company (No 001418 of 1988)** [1991] 197, Ch D

No reasonable prospect of company paying its debts when due or shortly thereafter—Whether intent to defraud creditors—Companies Act 1948, s 332. **R v Grantham** [1984] 270, CA

Parent company providing letters of comfort to subsidiary—Whether parent company liable for fraudulent trading—Companies Act 1948, s 332 (Companies Act 1985 s 630). **Re Augustus Barnett & Son Ltd** [1986] 170, Ch D

When intent to defraud creditors can be inferred—Dishonesty or real moral blame—Deliberate evasion of VAT—Standard of proof —Whether party to fraudulent trading liable for all debts incurred while company trading fraudulently or only debts owed to creditor intended to be defrauded. **Re L Todd (Swanscombe) Ltd** [1990] 454, Ch D

Self-incrimination—

Answers and statements to police—Caution—Investigation into serious fraud—Applicant charged with offence and cautioned—Applicant subsequently served with notice requiring him to supply information to Serious Fraud Office—Whether applicant required to be cautioned before being called upon to comply with requirements of notice—Whether applicant could be compelled to answer questions relating to offence already charged—Companies Act 1985, s 458—Criminal Justice Act 1987, ss 1(3), 2 —Code of Practice for Detention, Treatment and Questioning of Persons by Police Officers, para 16.5. **Director of Serious Fraud Office v Smith** [1992] 879, HL

GUARANTEE

Appointment of a receiver—

Whether guarantee enforceable—Whether appointment of receiver was valid—Companies Act 1948, s 223 (Insolvency Act 1986, s 123). **Byblos Bank SAL v Al-Khudhairy** [1987] 232, CA

Breach of contract by creditor—

Whether surety discharged. **National Westminster Bank plc v Riley** [1986] 268, Ch D

Director's guarantee of parent company's debts—

Parent company previously entering into cross-guarantee of its subsidiary's debts—Whether director's guarantee covered debts of subsidiary—Whether estoppel by convention operated to preclude a director from arguing that guarantee did not cover debts of subsidiary. **Bank of Scotland v Wright** [1991] 244, QBD

Duty of care owed by bank to surety. **O'Hara v Allied Irish Banks Ltd** [1985] 52, Ch D

Guarantees given to bank—

Default by companies in repaying debt on demand by bank—Whether demand had to state

- exact sum due—Whether debtor to be given reasonable time in which to make payment—Bank's appointment of receiver—Whether receiver's appointment invalid. **Bank of Baroda v Panessar** [1986] 497, Ch D
- Guarantee of company's debt—
- Guarantor ceasing to take active interest in company—Change of identity of creditor—Liability of guarantor after he had ceased to be actively interested in company's affairs—Liability of guarantor where there was a change in creditor's identity. **First National Finance Corp Ltd v Goodman** [1983] 203, CA
- Scope of guarantee—
- Power of attorney—Whether debenture binding on company—European Communities Act 1972, s 9(1) (Companies Act 1985, s 35(1)). **TCB Ltd v Gray** [1986] 113, Ch D
- Validity dependent on collateral security—
- Guarantee of repayment of loan made to company—Company executing debenture over assets—Company defaulting on repayment of loan—Whether collateral security a term of or condition precedent to guarantee—Whether guarantee enforceable if debenture invalid—Companies Act 1985, s 35. **TCB Ltd v Gray (note)** [1988] 281, CA

INDUSTRIAL AND PROVIDENT SOCIETY

- Whether unregistered company—
- Whether subject to winding-up jurisdiction—Industrial and Provident Societies Act 1965, s 55. **Re Norse Self Build Association Ltd** [1985] 219, Ch D

INJUNCTION

- Mareva injunction—
- Application by party having no beneficial interest in assets and no private cause of action against defendant—Application by Securities and Investments Board—Board suspecting that Swiss company carrying on investment business in United Kingdom without authority—Board applying for Mareva injunction to freeze company's London bank account—Whether board entitled to Mareva injunction—Financial Services Act 1986, ss 3, 6. **Securities and Investments Board v Pantell SA** [1989] 590, Ch D
- Groups of companies—Lifting corporate veil—Supreme Court Act 1981, s 37. **Re a company** [1985] 333, CA
- Injunction granted against a member of an insolvent partnership and a company—Member seeking a variation of order to enable him, inter alia, to oppose petitions to wind up partnership and company—Whether assets of member should be available to meet claims of partnership's creditors and therefore court should not permit assets to be used for purposes sought—Principles on which court will grant a Mareva injunction. **Investment and Pensions Advisory Service Ltd v Gray** [1990] 38, Ch D
- Proceedings to recover sums withdrawn from company. See **Discovery** (Inspection of company's documents)
- Variation of injunction to meet living expenses and pay legal costs—Whether injunction should be maintained to preserve trust fund and plaintiff's right to trace. **PCW (Underwriting Agencies) Ltd v Dixon** [1983] 105, QBD

INSIDER DEALING

- Actions not prohibited—
- Burden of proof—Whether onus on accused to show he had not done anything with a view to making a profit or avoiding a loss. **R v Cross** [1991] 125, CA
- Prohibition on stock exchange deals by insiders etc—
- Person who obtains insider information—Obtain—Whether 'obtains' restricted to acquiring by purpose and effort—Whether person who receives unsolicited inside information prohibited from dealing in company's securities—Company Securities (Insider Dealing) Act 1985, s 1(3) (4)(a). **A-G's Reference (No 1 of 1988)** [1989] 193, CA, [1990] 172, HL

INSURANCE

- Employer's liability insurance—
- Third party's rights against insurers—Action by third party against insurers—Employee contracting respiratory disease through inhalation of cotton dust in-course of employment—Company insured against liability for personal injuries to employees—Company dissolved twelve years before action brought—Amount or existence of liability of company to employee not established before company dissolved—Whether employee entitled to indemnity from insurers in respect of company's liability—Third Parties (Rights against Insurers) Act 1930, s 1(1)(b). **Bradley v Eagle Star Insurance Co Ltd** [1989] 469, HL
- Premiums paid by customers —
- Premiums paid into joint bank account—Company providing insurance in creditors' voluntary winding up—Whether trust of premiums created. **Re Multi Guarantee Co Ltd** [1987] 257, CA
- Subrogation —
- Winding up of plaintiff company—Application to substitute insurers as plaintiffs—Whether insurers having right of action against defendants—Companies Act 1985, ss 651, 654. **M H Smith (Plant Hire) Ltd v D L Mainwaring (T/A Inshore)** [1986] 342, Ch D

Protection and indemnity association—'Pay to be paid' rule—Association member incurring liability to third party—Member would up prior to discharging liability to third party—Third party claiming member's right to indemnity against club transferred under statute—Whether third party entitled to indemnity against club—Whether member having existing right to be indemnified by club in respect of third party liability prior to winding up—Whether 'pay to be paid' provision altering member's contractual rights against club on insolvency and thereby rendered ineffective by statute. **Firma C-Trade SA v Newcastle Protection and Indemnity Association, The Fanti. Socony Mobil Oil Co Inc v West of England Ship Owners Mutual Insurance Association (London) Ltd, The Padre Island** [1990] 625, HL

INSURANCE BROKER

Duty of care—

Whether duty of care owed in tort—Insurance brokers acted as agents for a company—Brokers effected insurance of company's business in name of a director and shareholder of company—Whether brokers liable in tort to directors and shareholders of company for effecting insurance negligently—Directors and shareholders claiming damages for loss of right to an indemnity, loss of salaries and distress. **Verderame v Commercial Union Assurance Co plc** [1992] 793, CA

INTERNATIONAL ORGANISATION SET UP BY TREATY

Order in Council conferring on body 'legal capacities of a body corporate'—

Whether members of organisation are liable for its debts—International Tin Council (Immunities and Privileges) Order 1972. **J H Rayner (Mincing Lane) Ltd v Dept of Trade** [1987] 667, QBD

Whether members of organisation are liable for its debts—International Tin (Immunity and Privileges) Order 1972. **Maclaine Watson & Co Ltd v Dept of Trade and Industry** [1987] 707, Ch D

Whether members of organisation are liable to its debts—Whether organisation can be wound up by court—Whether receiver of organisations' assets can be appointed by court—Companies Act 1985, s 665—State Immunity Act 1978—International Tin Council (Immunities and Privileges) Order 1972. **Maclaine Watson & Co Ltd v Dept of Trade and Industry** [1988] 404, CA

INVESTIGATION BY DEPARTMENT OF TRADE AND INDUSTRY

Affairs of company—

Investment business—Investigation of past business transactions—Whether powers of investigation retrospective—Whether business transactions carried out prior to enactment of statutory powers of investigation constituting 'investment business'—Financial Services Act 1986, s 105. **R v Secretary of State for Trade and Industry, ex p R** [1989] 377, QBD

Appointment of inspectors—

Inspectors appointed to investigate company's affairs—Whether appointment of inspectors was ultra vires—Right to challenge validity of appointment of inspectors—Director refused to answer questions put to him by inspectors—Whether director could refuse to answer questions on grounds of self-incrimination—Basis on which court could exercise its discretion in determining whether directors should answer questions—Companies Act 1985, ss 432, 436. **Re London United Investments plc** [1992] 91, Ch D

Inspectors appointed to investigate company's affairs—Whether appointment of inspectors ultra vires—Right to challenge validity of appointment of inspectors—Director refused to answer questions put to him by inspectors—Whether questions were being asked for an improper purpose—Whether director could refuse to answer questions on grounds of self-incrimination—Basis on which court would exercise its discretion in determining whether directors should answer questions—Companies Act 1985, ss 432, 436. **Re London United Investments plc** [1992] 285, CA

Evidence given to inspectors—

Whether such evidence admissible in subsequent criminal proceedings—Companies Act 1985, s 435(6). **R v Seelig** [1991] 869, CA

Inspectors' report—

Admissibility of report as evidence—Whether report a 'record'—Companies Act 1948, ss 165, 172—Civil Evidence Act 1968, s 4(1)—RSC Ord 41, rr 5(2), 6. **Savings and Investment Bank Ltd v Gasco Investments (Netherlands) BV** [1984] 179, Ch D

INVESTMENT

Index funds—

Whether transactions in movements of index funds was a gaming contract—Whether such a transaction fell within s 63 of Financial Services Act 1986. **City Index Ltd v Leslie** [1991] 643, QBD and CA

INVESTMENT BUSINESS

Compensation scheme—

Liabilities covered by compensation scheme—When such liabilities had to be incurred—Financial Services Act 1986, s 54. **Securities and Investments Board v Financial Intermediaries Managers and Brokers Regulatory Association** [1991] 815, Ch D

Conduct—

Contravention of legislation—Injunction—Defendant alleged to have advertised and made unsolicited calls in breach of financial services legislation—Securities and Investments Board seeking order restraining defendant from conducting investment business—Financial Services Act 1986, ss 3, 57, 61(1)—RSC Ord 19, r 7. **Securities and Investments Board v Vandersteen Associates NV** [1991] 206, Ch D

Intervention by self-regulatory organisation—

Order by SRO that one of its members cease to deal with a particular person—Person affected by order of SRO not given any right to make representations—Whether person affected could challenge order of SRO by way of judicial review. **R v Life Assurance and Unit Trust Regulatory Organisation Ltd, ex p Ross** [1992] 34, QBD and DC.

Petition to wind up company providing financial services—

Company being wound up voluntarily—Whether court should make an order for appointment of a provisional liquidator and for compulsory winding up. **Securities and Investments Board v Lancashire and Yorkshire Portfolio Management Ltd** [1992] 281, Ch D

Restitution—

Liability to make restitution—Person contravening Act—Carrying on investment business in contravention of Act—Person 'knowingly concerned' in contravention of Act—Solicitors acting for client allegedly carrying on unauthorised investment business—Swiss companies carrying on investment business in United Kingdom without authority—Solicitors alleged to be knowingly concerned in companies' breaches of Act—Whether person knowingly concerned in contravention of Act can be ordered to repay to investors moneys lost—Whether solicitors could be ordered to repay to investors sums paid to companies—Financial Services Act 1986, ss 6(2), 61(1). **Securities and Investments Board v Pantell SA and others (No 2)** [1992] 58, Ch D

INVESTMENT FUNDS

Distribution—

Company receiving money from clients for investment in commodity futures—Moneys placed in segregated bank accounts for clients—Whether moneys held on trust—Basis on which moneys should be distributed to clients—Whether remuneration of liquidators could be paid out of trust moneys held for clients. **Re Eastern-Capital Futures Ltd (in liq)** [1989] 371, Ch D

Withdrawal—

Terms of investment—Whether a novation could be inferred from conduct of investors—Gilts constituting portfolios of investors sold—Whether sale precluded investors from claiming sums due pursuant to their investment contracts—Fundamental breach of contract. **Secretary of State for Trade and Industry v Clowes** [1992] 805, Ch D

JOURNALIST

Confidential information—

Obligation to answer inspectors' inquiries—Inspectors appointed to investigate insider dealing—Contempt of Court Act 1981, s 10—Financial Services Act 1986, ss 177, 178. **Re an inquiry under the Company Securities (Insider Dealing) Act 1985** [1988] 153, HL

Obligation to answer inspectors' inquiries—Inspectors appointed to investigate leaks by civil servants—Financial Services Act 1986, ss 177, 178. **Re an inquiry under the Company Securities (Insider Dealing) Act 1985** [1987] 506, Ch D

JUDICIAL REVIEW

Availability of remedy—

Relief sought in action begun by writ claiming certiorari and mandamus—Certiorari to quash, decision of Panel on Take-overs and Mergers—Panel self-regulatory organisation—Whether relief by way of judicial review available. **R v Panel on Take-overs and Mergers, ex p Datafin and Prudential-Bache Securities Inc** [1987] 104, CA

Financial Intermediaries Managers and Brokers Regulatory Association—

Appeal tribunal—Termination of member's membership—Appeal tribunal confirming decision of association's council to terminate member's membership for breach of association's rules—Member alleging tribunal was motivated by unconscious bias against him as he had become a nuisance to association's council. **R v Financial Intermediaries and Brokers Regulatory Association, ex p Cochrane** [1991] 106, QBD

Take-over Panel—Panel refusing to adjourn hearing held to determine whether company's take-over affected by operation of concert party in breach of Take-over Code—Company applying for judicial review of panel's decision to refuse adjournment—Company not exercising right of appeal to panel's appeal committee—Whether panel's refusal to grant adjournment causing injustice—Whether panel's decision subject to judicial review. **R v Panel on Take-overs and Mergers, ex p Guinness plc** [1989] 255, CA

Registration of charge. *See Charge* (Judicial review)

JURISDICTION

English registered company carrying on business overseas—

Allegation of irregularity in conduct of company's affairs—English registered company carrying on business in France—Company having French and American directors—Whether English court having jurisdiction to hear matter—Whether writ could be served outside jurisdiction—Nature of relationship between director and company. **Newtherapeutics Ltd v Katz** [1990] 700, Ch D

Self-regulatory organisation (SRO) registered as company in England—

Member carrying on business in Scotland—SRO refusing application for waiver of its rules—Whether SRO subject to jurisdiction of Scottish courts in judicial review on private law grounds—Whether place of performance in Scotland. **Bank of Scotland, Petitioners** [1989] 700, CS (OH), sub nom **Bank of Scotland v Investment Management Regulatory Organisation Ltd** [1990] 262, CS (IH)

LANDLORD AND TENANT

Lease—

Fixtures—Trade fixtures—Removal of trade fixtures—Waste—Pipes and extractor fans installed by drilling holes in walls of buildings—Subsequent tenant or licensee lawfully removing fixtures without filling in holes—Building ceasing to be wind and waterproof—Whether subsequent tenant or licensee under obligation to fill in holes—Whether waste committed when holes made or when fixtures removed—Personal liability of director for authorising waste by company. **Mancetter Developments Ltd v Garmanson Ltd** [1986] 196, Ch D

Relief against forfeiture—Company being wound up—Procedure to be followed to obtain relief against forfeiture. **Re Brompton Securities Ltd (No 2)** [1988] 616, Ch D

LEGAL PROFESSIONAL PRIVILEGE

See **Discovery** (Legal professional privilege); **Privilege**

LIQUIDATOR

Contempt—

Ex parte order—Application to commit liquidator for disobeying order—Application to discharge order—Whether application for order should have been made ex parte—Whether order should be discharged on ground that there had not been full and accurate disclosure—Insolvency Act 1986, s 234. **Re First Express Ltd** [1992] 824, Ch D (Companies Ct)

Costs—

Surplus available after receiver satisfying claims of secured creditors—Summons for directions as to whom to pay surplus—Liquidator without fighting fund. **Re Westdock Realisations Ltd** [1988] 354, Ch D

Disclaimer of onerous property—

Lease. See **Winding up** (Disclaimer of onerous property)

Power of court—Companies Act 1948, s 323. **Re Potters Oils Ltd** [1985] 203, Ch D

Disqualification—

Failure of liquidator and receiver to make required returns—No actual convictions for default—Jurisdiction of court—Appropriate sentence—Companies Act 1948, s 188 (Companies Act 1985, s 297). **Re Arctic Engineering Ltd (No 2)** [1986] 253, Ch D

Examination with respect to company's affairs—

Basis on which court's discretion exercised—Companies Act 1948, s 268 (Companies Act 1985, s 561). **Re J T Rhodes Ltd** [1987] 77, Ch D

Expenses—

Expenses incurred by liquidator—Liquidator's remuneration—Order of priority—Companies Act 1985, ss 560, 602 (Insolvency Act 1986, ss 112, 156)—Companies (Winding-up) Rules 1949, r 195 (Insolvency Rules 1986, r 4.218). **Re Linda Marie Ltd (in liq)** [1989] 46, Ch D

Whether payable out of property subject to floating charge. **Re MC Bacon Ltd (No 2)** [1990] 607, Ch D

Liquidator ceasing to be qualified to act as liquidator—

Person appointed liquidator of a number of companies—Liquidator's authorisation to act as an insolvency practitioner suspended—Whether suspension resulted in vacation of office—Whether suspended person could apply to have another insolvency practitioner appointed as liquidator—Jurisdiction of court to make appointment—Insolvency Act 1986, ss 92, 108, 112, 171(4). **Re A J Adams (Builders) Ltd, Re Autonational Extended Warranties Ltd** [1991] 359, Ch D

Provisional liquidator—

Depositors in bank seeking appointment of an additional provisional liquidator of bank—Bank incorporated in Luxembourg with assets and creditors worldwide—Depositors seeking adjournment of application—Whether application should be adjourned or dismissed—Role of provisional liquidators. **Re Bank of Credit and Commerce International SA (No 2)** [1992] 579, Ch D

Same person appointed liquidator of two companies—Conflict of interest—Appointment of provisional liquidator—Liquidator's application to set aside order appointing provisional liquidator—Costs—Companies (Winding Up) Rules 1949, r 226. **Re P Turner (Wilsden) Ltd** [1987] 149, CA

Removal—

Application by contributory and creditor for removal of liquidator—Liquidator's personal interests as debtor and former director of company in conflict with his duty to company—Liquidator's duty as trustee in bankruptcy and potential creditor of company in conflict with his duty to company. **Re Corbenstoke Ltd (No 2)** [1990] 60, Ch D

LOAN

Guarantee of loan—

- Loan by bank to company—Loan secured by mortgage on guarantor's property—Guarantor's property sold and payment made to bank—Whether guarantor subrogated to bank's security. **Re Peake's Abattoirs Ltd** [1986] 73, Ch D
- Loan for a specific purpose—
Receiver appointed—Whether trust created with respect to loan. **Re EVTR Ltd** [1986] 523, Ch D, [1987] 646, CA

LOCUS STANDI

- Extension of administration period—Standing to seek an extension. *See* **Administration Order** (Extension of administration period)
- Company. *See* **Administration Order** (Whether a company has standi to present a petition for an administration order)
- Creditor. *See* **Minority Oppression** (Petition to wind up company on just and equitable grounds)
- Minority shareholder. *See* **Minority Oppression** (Standing to seek relief); **Minority Shareholder's Action** (Nature of such action)
- Shareholder. *See* **Accounts** (Failure to prepare proper accounts—Shareholder's standing to complain)

LONDON GAZETTE

- Publication of winding-up order and appointment of liquidator in London Gazette—
Publication amounting to 'official notification'—Whether publication of event in London Gazette amounting to notice to rest of world—Whether acceptance of rent by landlord after date of publication of winding-up order amounting to waiver of right to re-entry under lease—Effect of s 9 of European Communities Act 1972—Equity—Relief against forfeiture—Law of Property Act 1925, s 146(9), (10) – European Communities Act 1972, s 9(3), (4). **Official Custodian of Charities v Parway Estates Ltd (in liq)** [1984] 309, CA

MANAGEMENT BUY-OUT

- Dispute between shareholders about management buy-out —
Petition to wind up company—Order sought validating dispositions of company property after commencement of winding-up—Whether proviso should be inserted in order prohibiting company expenditure in litigation concerning management buy-out—Fiduciary duty of directors concerning expenditure of company money in dispute between shareholders—Insolvency Act 1986, s 127. **Re a company (No 005685 of 1988), ex p Schwarcz** [1989] 424, Ch D

MASTER AND SERVANT

- Duty of servant in senior executive position—
Disclosure of fraudulent misconduct—Employee acting fraudulently in conjunction with subordinate employees to detriment of employer—Employee obtaining discretionary pension benefits on retiring before fraud discovered—Payment would not have been made if employer knew of fraud—Whether employee under duty to disclose his misconduct to employer—Whether employee under duty to disclose misconduct of others if disclosure would reveal his own misconduct. **Sybron Corp v Rochem Ltd** [1983] 43, CA
- Wrongful dismissal—
Chief Executive. *See* **Chief Executive** (Summary dismissal—Claim for damages for unlawful dismissal)

MEETING

- Adjournment—
Powers of chairman—Meeting of members of a company—Difficulty in holding meeting—Whether meeting had been properly constituted—Meeting adjourned to alternative venue on afternoon of same day—Whether chairman had jurisdiction to adjourn meeting—Whether chairman had validly exercised his discretion to adjourn meeting—Whether adjourned meeting had been properly held. **Byng v London Life Assurance Ltd** [1989] 400, CA
- Convening of extraordinary general meeting—
Obligation of directors to convene meeting within twenty-one days from deposit of requisition—
Minority oppression—Delay in convening meeting—Whether delay could constitute unfair prejudice—Companies Act 1985, ss 368, 459. **McGuinness v Bremner plc** [1988] 673, CS
- Whether meeting must also be held within twenty-one days from date of requisition—
Companies Act 1948, s 132. **Re Windward Islands (Enterprises) UK Ltd** [1983] 293, Ch D
- Convening of meeting—
Application to court to order general meeting to be convened—Procedure—Originating summons issued by shareholder—Shareholder seeking declarations that director had disposed of company property without consent of his co-director, for a collateral purpose, and where his interest conflicted with his duty—Whether claims for declarations should be struck out. **Re Downs Wine Bar Ltd** [1990] 839, Ch D
- Ex parte injunction ordering vote in favour of adjournment of resolutions proposed at annual general meeting—Whether injunction should be discharged—Directors controlling majority of votes in general meeting—Resolution pointless—Whether offer to subscribe for unissued shares meant shares had been 'agreed to be taken'. **Re Swindon Town Football Co Ltd** [1990] 467, Ch D
- Notices not served because of postal strike—Whether meeting validly summoned—Whether

shareholder could obtain injunction to restrain holding of meeting. **Bradman v Trinity Estates plc** [1989] 757, Ch D.

Requisition of meeting—

Board and company meetings—Director and member refusing to attend so meetings inquorate—Board meeting needed to deal with accounts etc—Whether court would order meeting with quorum of one to appoint new directors—Petition under s 459 of Companies Act 1985 pending—Protection of petitioner pending determination of petition—Companies Act 1985, s 371. **Re Sticky Fingers Restaurant Ltd** [1992] 84, Ch D

Quorum of two required—Director refusing to attend so that quorate meeting could not be held—Purpose of quorum requirement—Whether court would order meeting so that quorate meeting could be held—Companies Act 1985, s 371. **Re Opera Photographic Ltd** [1989] 763, Ch D

Whether requisition by member—Companies Act 1985, ss 303, 368, 459. **Currie v Cowdenbeath Football Club Ltd** [1992] 1029, CS (Outer House)

MEMBER

Whether or not a person is a member of a company—

Meaning of 'agrees to become a member'—Entry in register of members—Whether there is a need for a contract—Companies Act 1985, s 22. **Re Nuneaton Borough Association Football Club Ltd** [1989] 454, CA

MEMORANDUM OF ASSOCIATION

Alteration—

Shareholder agreement that increase of capital needed consent of parties to it—Company party to agreement—Whether agreement constituted an unreasonable fetter on statutory power of company to increase capital—Companies (Northern Ireland) Order 1986, SI 1986/1032, art 131 (Companies Act 1985, ss 9, 121). **Russell v Northern Bank Development Corp Ltd** [1992] 431, CA (NI); [1992] 1016, HL

Objects—

Company's objects—Ultra vires payments—Distinction between powers and capacity. **Simmonds v Heffer** [1983] 298, Ch D

Ultra vires—Food manufacturing company expanded and started processing and exporting game products—Company entered a joint venture arrangement overseas concerned with game processing and executed a deed of indemnity in respect of lease obligations of overseas company—Whether company had acted within its powers in entering into deeds of indemnity. **American Home Assurance Co v Tjmond Properties Ltd** [1986] 181, Ch D

Objects clause—

Power to lend money and give guarantees—Company owing debt to second company which owed much larger debt to third party—Debt to third party personally guaranteed by director of company—Company giving guarantee of payment of debt owed to third party in return for loan to pay off its debt to second company—Company thereby assuming liability under guarantee for amount greater than debt owed by it—Whether guarantee within company's object clause—Whether guarantee given for unauthorised purpose—Difference between object and power—Distinction between ultra vires and breach of director's duties. **Rollad Steel Products (Holdings) Ltd v British Steel Corp** [1984] 466, CA

MINORITY OPPRESSION

Application to strike out petition—

Allegation that company could not trade at a profit—Payment of excessive remuneration to directors—Costs—Companies Act 1985, s 459. **Re a company, ex p Burr** [1992] 724, Ch D

Costs—Companies Act 1985, s 459. **Re a company (No 007281 of 1986)** [1987] 593, Ch D

English registered company carrying on business abroad—Petition for relief—Application to set petition aside—Forum non conveniens—Whether proceedings should be set aside—Whether English court more appropriate forum than court of overseas country where company carrying on business. **Re Harrods (Buenos Aires) Ltd** [1991] 69, Ch D

Exclusion of directors from management—

Management buy-out—Pre-emptive rights of shareholders—Alteration of articles of association to delete pre-emption provisions—Reregistration of plc as a private company—Companies Act 1985, ss 54, 459, 461—Insolvency Act 1986, s 122(1)(9). **Re a company (No 005685 of 1988), ex p Schwarcz (No 2)** [1989] 427, Ch D

Failure to hold annual general meetings and lay accounts—

Extraordinary general-meetings-held without sufficient notice—New shares created at such meetings—Such shares acquired by petitioner—Whether unfairly prejudicial to interests of some part of members—Valuation of shares in football club. **Re a company (No 00789 of 1987), ex p Shooter**. **Re a company (No 3017 of 1987), ex p Broadhurst** [1990] 384, Ch D

Incorporated partnership—

Valuation of shares of minority shareholder—Companies Act 1980, s 75. **Re London School of Electronics Ltd** [1985] 273, Ch D

Minority shareholder wishing to sell shares—

Failure to reach agreed valuation of minority shareholder's shares—Company's failure to propose scheme of reconstruction or scheme to repurchase shares—Company proposal to

- embark on new business—Companies Act 1980, s 75. **Re a company** [1983] 126, Ch D
- Offer made to purchase petitioners' shares—
- Whether petition an abuse of process of court—Companies Act 1985, s 459. **Re a company (No 003843 of 1986)** [1987] 562, Ch D
- Order to transfer shares—
- Order under s 459 petition that controlling shareholder transfer his shares to petitioner—Order conditional on petitioner repaying sums lent by controlling shareholder to company—Inquiry to determine what sums were lent by controlling shareholder to company—Jurisdiction of court to order petitioner to repay sums when company not liable to do so—Companies Act 1985, ss 459, 461(1). **Re a company (No 00789 of 1987)**, ex p Shooter (No 2) [1991] 267, Ch D
- Petition for relief—
- Application to appoint a receiver—Principles on which court will appoint a receiver—Supreme Court Act 1981, s 37—Companies Act 1985, s 459. **Re a company (No 00596 of 1986)** [1987] 133, Ch D
- Just and equitable winding up—Costs—Whether company's assets could be used for payment of costs—Companies Act 1985, s 459. **Re a company (No 004502 of 1988)**, ex p Johnson [1992] 701, Ch D
- Petition for winding up and relief against unfair prejudice—Whether petitioner having standing to seek relief as person to whom share in company has been transferred—Companies Act 1985, s 459—Insolvency Act 1986, s 124. **Re Quickdome Ltd** [1988] 370, Ch D
- Standing to seek relief—Petitioner not registered as a member of company—Companies Act 1985, ss 459, 519. **Re a company** [1986] 391, Ch D
- Whether ex-shareholder properly joined as party in petition for relief—Whether ex-shareholder could be ordered to purchase shares—Companies Act 1985, ss 459, 461. **Re a company** [1986] 68, Ch D
- Winding up—Application to strike out petition for relief—Whether allegations in petition if proved sufficient to found a claim for relief under s 210 of Companies Act 1948. **Re Stewarts (Brixton) Ltd** [1985] 4, Ch D
- Petition to wind up company on just and equitable grounds—
- Allegation that shareholder treated in an unfairly prejudicial manner—Company occupying farm owned by minority shareholder—Company refusing to give up possession—Company or majority shareholder refusing to purchase minority shareholder's freehold in farm—Whether petitioner prejudiced as a member—Petition to wind up company on just and equitable ground—Companies Act 1985, ss 459, 461. **Re J E Cade & Sons Ltd** [1992] 213, Ch D (Companies Ct)
- Locus standi of creditor to present petition on just and equitable grounds—Application to have petition struck out—Insolvency Act 1986, s 122(1)(9). **Re a company (No 003028 of 1987)** [1988] 282, Ch D
- Private company formed on basis of mutual confidence—Dissension between principal shareholders—Petition to wind up company and for relief against unfairly prejudicial behaviour—Relationship between remedies—Companies Act 1948, ss 210, 222(f)—Companies Act 1980, s 75. **Re R A Noble & Sons (Clothing) Ltd** [1983] 273, Ch D
- Unfairly prejudicial conduct—Allegation that company failed to pay a proper dividend—Whether this constituted unfairly prejudicial conduct to some part of members—Directors' duties in declaring a dividend—Whether company could be wound up on just and equitable grounds—Companies Act 1985, s 459—Insolvency Act 1986, s 122(1)(g). **Re a company (No 00370 of 1987)**, ex p Glossop [1988] 570, Ch D
- Unfairly prejudicial conduct—Company not alleged to be quasi-partnership—Petitioner complaining of attempts to alter company's memorandum and articles, of proposals to remove her as director and of failure to provide her with information—Whether court could order winding up on just and equitable ground—Whether petition an abuse of process—Whether petition should be struck out—Companies Act 1985, s 459—Insolvency Act 1986, s 122(1). **Re a company (No 00314 of 1989)**, ex p Estate Acquisition and Development Ltd [1991] 154, Ch D
- Unfairly prejudicial conduct—75% of shares in company held by parent company—Whether increase in management charge made by parent company unfairly prejudicial conduct in company's affairs—Whether parent company's failure to pay debts due to company conduct in company's affairs—Duties of parent company to subsidiary—Whether dismissal of petitioner as executive director unfairly prejudicial—Whether irregularities in conduct of company's affairs unfairly prejudicial—Winding up on just and equitable grounds—Companies Act 1985, s 459—Insolvency Act 1986, s 122(1)(9). **Re a company (No 002470 of 1988)**, ex p Nicholas [1991] 480, Ch D
- Quasi-partnership company—
- Director removed from office—Article requiring such director to sell all his shares—Valuation of shares—Article providing for company's auditors to value shares as on sale by willing vendor to willing purchaser—Whether valuation of minority shareholding should be at discount—Whether conduct of company in putting article into effect unfairly prejudicial—Whether alleged shortcomings in auditors' valuation constituting conduct in affairs of company. **Re Castleburn Ltd** [1991] 89, Ch D
- Interim relief—Whether court had jurisdiction to make an order for interim relief—Companies Act 1985, ss 459, 461. **Re a company (No 004175 of 1986)** [1987] 574 Ch D

- Valuation of shares—Whether on pro rata basis or at a discount—Interest on purchase price—Companies Act 1980, s 75(4)(d). **Re Bird Precision Bellows Ltd** [1984] 195, Ch D, [1985] 493, CA
- Unfair discrimination in conduct of company's affairs—
Plaintiff partly responsible for breakdown in relations between members—Winding upon just and equitable grounds. **Vujnovich v Vujnovich** [1990] 227, PC
- Unfairly prejudicial conduct—
Director asked to resign—Exclusion from rights issue—Companies Act 1980, s 75 (Companies Act 1985, ss 459-461). **Re a company** [1986] 362, Ch D
Directors selling company's business—Conflict of interest—Companies Act 1985, s 459. **Posgate & Denby (Agencies) Ltd** [1987] 8, CA
Discovery of documents in possession of companies controlled by alleged oppressors—Piercing corporate veil—Companies Act 1980, s 75 (Companies Act 1985, ss 459-61)—RSC Ord 24, r 3. **Re Tecnion Investments Ltd** [1985] 434, CA
Nature of shareholder's interest—Whether shareholder should seek an alternative remedy—Companies Act 1985, s 459. **Re Blue Arrow plc** [1987] 585, Ch D
Nature of unfairly prejudicial conduct—Whether petitioner had expected to take part in management of company—Whether conduct could be unfairly prejudicial if it did not significantly 'depress value of petitioner's shares—Whether negligence could constitute unfair prejudice—Principles of valuation—Companies Act 1985, s 459. **Re Elgindata Ltd** [1991] 959, Ch D
Offer by majority shareholder to purchase shares of minority shareholder—Articles of association containing a pre-emption provision setting out procedure for valuation of shares of a selling shareholder—Whether petition was an abuse of process of court—Companies Act 1985, s 459. **Re a company (No 006834 of 1988), ex p Kremer** [1989] 365, Ch D
Petition alleging unfair prejudicial conduct—Petition based on same allegations as writ served on same defendants—Petition only seeking relief pending trial of writ action—Applications to strike out statement of claim and petition—Meaning of 'member' under s 459 of Companies Act 1985—Whether a member having an interest in recognition of voting rights of other persons claiming to be members—Whether petition vexatious and an abuse of process—Applications by plaintiffs for interlocutory injunctions—Whether there was a serious issue to be tried—Whether damages an adequate remedy—Whether speedy trial should be granted—Companies Act 1986, s 459. **Jaber v Science and Information Technology Ltd** [1992] 764, Ch D
Unfair prejudice in conduct of a company's affairs—Allegation that failure to declare an adequate dividend could constitute unfair prejudice—Whether that could affect some part of members of company—Whether proposed capital expenditure could constitute unfair prejudice—Whether refusal to register a transfer of shares could constitute unfair prejudice—Whether petition should be struck out. **Re Sam Weller & Sons Ltd** [1990] 80, Ch D
Unfairly prejudicial treatment—Shareholding found to be worthless—Companies Act 1985, ss 459, 461. **Re a company** [1986] 376, Ch D
Whether allotment of shares to majority shareholder without offering minority shareholder opportunity to purchase shares unfairly prejudicial conduct—Whether an allotment for an improper purpose unfairly prejudicial—Whether exclusion of a director from company's affairs unfairly prejudicial—Laches—Whether offer to purchase minority's shares fair—Valuation of minority's interest—Appropriate date for valuation—Companies Act 1985, s 459. **Re a company (No 005134 of 1986), ex p Harries** [1989] 383, Ch D
Whether manner in which affairs of company were being conducted could constitute unfair prejudice—Motion to strike out petition as showing no reasonable cause of action—Companies Act 1985, s 459. **Re a company (No 001761 of 1986)** [1987] 141, Ch D
Whether past acts could constitute unfair prejudice—Whether proposed act could constitute unfair prejudice—Costs—Companies Act 1985, s 459. **Re Kenyon Swansea Ltd** [1987] 514, Ch D
- Valuation of shares—
Deemed transfer of shares under articles of association—Whether shareholder obliged to accept valuation under standard pre-emption provision—Whether shareholder acting unreasonably in seeking valuation by court. **Re a company (No 00330 of 1991), ex p Holden** [1991] 597, Ch D
Effect of provision in articles for valuation—Whether exclusion from company constitutes unfair conduct—Companies Act 1985, s 459. **Re a company (No 004377 of 1986)** [1987] 94, CA
Order to purchase shares—Basis on which shares were to be valued—Whether shares should be valued as at date of petition or judgment—Decline in value of shares—Inability to raise money to purchase shares—Companies Act 1980, s 75 (Companies Act 1985, ss 459-461). **Re Cumana Ltd** [1986] 430, CA

MINORITY SHAREHOLDER'S ACTION

Company in liquidation—

Whether action properly constituted—Whether where a company is in liquidation a minority shareholders' action will lie. **Fargro Ltd v Derek Godfrey** [1986] 370, Ch D

Costs—

Taxation of costs—Common fund basis—Order for company to indemnify plaintiffs' costs in

action—Further order allowing plaintiffs 60% of costs—Whether costs should have been limited to 60%—Whether order should have been made at all—Costs against minority shareholder. **Smith v Croft** [1986] 207, Ch D

Derivative action—

Application to have action struck out—Principles on which court will strike out such an action—RSC Ord 18, r 19, Ord 33, r 3. **Smith v Croft (No 2)** [1987] 206, Ch D

Standing to bring action—Standing with respect to past ultra vires acts—Significance to be attached to views of independent shareholders—Allegations that directors paid themselves excessive salaries and claimed improper expenses—Improper use of company's money to purchase its shares—Companies Act 1981, s 42 (Companies Act 1985, s 151). **Smith v Croft (No 3)** [1987] 355, Ch D

Nature of such action—

Plaintiff shareholder's standing to bring minority shareholder's action—Inequitable conduct on part of plaintiff shareholder. **Nurcombe v Nurcombe** [1984] 557, CA

MISFEASANCE SUMMONS

Defence—

Defence of acting honestly and reasonably—Persons in charge of company invoking defence under s 727 of Companies Act 1985 that they were acting honestly and reasonably—Whether person invoking s 727 had to provide further and better particulars—Companies Act 1985, s 727. **Re Kirbys Coaches Ltd** [1991] 414, Ch D

Misappropriation of assets—

Liability to repay company—Misappropriated assets paid into bank account—Director guaranteeing company's indebtedness to bank—Moneys in bank account used to satisfy director's obligations under guarantee—Whether director liable to repay moneys to company. **Derek Randall Enterprises Ltd (in liq) v Randall** [1991] 379, Ch D and CA

MISREPRESENTATION

Fraudulent misrepresentation—

Damages. *See* **Shares** (Sale—Misrepresentation)

MORTGAGE

Failure to register—

Voluntary winding up—Whether exceptional circumstances justifying out of time registration—Whether voluntary liquidator entitled to benefit from failure to register charge—Companies Act 1948, s 101. **Re John Bateson & Co Ltd** [1985] 259, Ch D

Mortgagee—

Appointment of receivers—Whether duty of care owed to company or guarantors. **Shamji v Johnson Matthey Bankers Ltd** [1986] 278, Ch D; [1991] 36, CA

Power of sale—

Mortgaged property purchased for reserve price by company in which mortgagee had an interest—Duty of mortgagee in exercising power of sale—Validity of sale. **Tse Kwong Lam v Wong Chit Sen** [1983] 88, PC

Whether mortgage covering contingent liabilities. **Re Rudd & Son Ltd, Re Fosters & Rudd Ltd (note)** [1991] 378, CA

Priority—

Successive mortgages of same property—Whether mortgagees can alter priority of mortgages—Whether consent of mortgagor required to alteration of priority. **Cheah v Equiticorp Finance Group Ltd** [1992] 371, PC

Shares. *See* **Shares** (Mortgage of shares—Sale by mortgagee)

NAME

Action in name of company. *See* **Action** (Action in name of company—Authority to use company's name in litigation)

NATIONAL INSURANCE

Unpaid contributions—

Company convicted for failure to make payment—Liability of directors—Social Security Act 1975, s 152(4). **Dept of Health and Social Security v Evans** [1984] 125, QBD

NEGLIGENCE

Duty to take care—

Existence of duty—Matters to be considered in determining whether duty existing—Statutory powers—Regulatory powers—Isle of Man—Treasurer and Finance Board having regulatory powers in regard to banks—Treasurer having power to issue, with or without conditions, to refuse or to revoke bank's licence or to suspend or discontinue bank's business—Plaintiffs depositing funds with Isle of Man bank licensed by Treasurer—Bank collapsing with loss of depositors' funds—Whether Treasurer and Finance Board owing duty of care to depositors in respect of licensing of banks. **Davis v Radcliffe** [1990] 647, PC

Solicitor. *See* **Solicitor** (Negligence)

NULLITY

- Company not formed—
 - Whether company a nullity. **Ubbink Isolatie BV v Dak- en Wandtechniek BV (Case 136/87)** [1990] 182, CJEC

OFFICIAL RECEIVER

- Appointment as provisional liquidator—
 - Special manager—Payment of costs—Payment out of assets which may not belong to company—Companies (Department of Trade) Fees Order 1984—Companies Act 1948, s 246. **Re Exchange Securities and Commodities Ltd (No 2)** [1985] 392, Ch D

OPTION TO PURCHASE SHARES

- Reorganisation of company's capital—
 - Effect of reorganisation on option holder's rights. **Forsyth Oil and Gas NL v Livia Pty Ltd** [1985] 378, PC

ORDER FOR GOODS ON BEHALF OF COMPANY

- Company's name not properly mentioned—
 - Personal liability of officer of company placing order—Companies Act 1948, s 108 (Companies Act 1985, s 349). **John Wilkes (Footwear) Ltd v Lee International (Footwear) Ltd** [1985] 444, CA

OVERSEA COMPANY

- Administration order. *See* **Administration Order** (Jurisdiction)
- Administrative receiver. *See* **Administrative Receiver** (Appointment)
- Charge on property in England and Wales—
 - Registration of charge—Registration required where company has 'established place of business in England'—Meaning of phrase—Companies Act 1948, s 106 (Companies Act 1985, s 409). **Re Oriel Ltd** [1985] 343, CA
- Service of writ on company—
 - Effect of service on those registered with registrar of companies as being authorised to accept service on its behalf—Whether ceasing to carry on business in United Kingdom can affect validity of such service—Whether writ had been validly served on company. **Rome v Punjab National Bank (No 2)** [1990] 20, CA
 - Whether oversea company ceased to have an established place of business in United Kingdom—Effect of service on those registered with Registrar of Companies as being authorised to accept service on its behalf—Whether ceasing to carry on business in United Kingdom can affect validity of such service—Companies Act 1985, ss 691, 695. **Rome v Punjab National Bank (No 2)** [1989] 328, QBD
 - Whether oversea company has established place of business in England—Service on oversea company allegedly carrying on business in England—Proceedings already commenced abroad—Whether order would be made to stay English action. **Cleveland Museum of Art v Capricorn Art International SA** [1990] 546, QBD

PARTNERSHIP

- Dissolution—
 - Partnership carried on by two companies—Whether creditors of partnership entitled to preference similar to that available in winding up—Bankruptcy Act 1914, s 33(6)—Companies Act 1948, s 319. **Re Rudd & Son Ltd, Re Fosters & Rudd Ltd** [1984] 279, Ch D

PRACTICE

- Action in name of company—
 - Authority to use company's name in litigation—Application to strike out company's name—Procedure to be followed on such application—Costs. **Airways Ltd v Bowen** [1985] 355, CA
- Interlocutory application—
 - Cross-examination—Application to set aside order for private examination—Affidavit evidence—Order for cross-examination sought—No contrary affidavit. **Re Cloverbay Ltd (No 2)** [1990] 449, Ch D
- Legal proceedings against company—
 - Appearance on behalf of company—Director of company—Whether director can appear on behalf of company—Whether director who with company is party to action can obtain order for benefit of company. **Arbuthnot Leasing International Ltd v Havelet Leasing Ltd** [1990] 802, Ch D
- Legal proceedings by company—
 - Authorisation of proceedings—Allegation that litigation not properly authorised—Claim that solicitors pay costs of litigation—All members of company and the directors having known and consented to solicitors acting on behalf of company. **Re Fletcher Hunt (Bristol) Ltd** [1989] 108, Ch D
 - Commencement of proceedings on behalf of company—Power to manage affairs of company vested in board—Whether shareholders can instruct directors as to how they should exercise

- their power to bring action on behalf of company—Companies Act 1948, Sch 1, Table A, reg 80 (Companies (Tables A to F) Regulations 1985, Sch, Table A reg 70). **Breckland Group Holdings Ltd v London and Suffolk Properties Ltd** [1989] 100, Ch D
- Company ceasing to exist and merging with another company—Rights of company transferred to another company—Proceedings commenced on behalf of non-existent company—Whether post-merger company could be substituted as plaintiff in proceedings. **RKO Pictures Inc v Cannon Screen Entertainment Ltd** [1990] 364, QBD
- Costs—Company going into liquidation—Company continuing action commenced before it went into liquidation—Costs of action awarded against company—Whether costs should be paid in priority to general costs of winding up—Right to demand books and papers of company—Whether meeting of company or committee of inspection should be summoned. **Re Movitex Ltd** [1990] 785, Ch D
- Need for a company to act through a solicitor—Irregularity by company in failing to act through a solicitor—RSC Ord 5, r 6. **Re a company (No 001029 of 1990), ex p F Ltd** [1991] 567, Ch D
- Companies Court—
- Chambers—Orders—Orders drafted in chambers normally to be engrossed without reference to parties' solicitors—Orders dismissing winding-up petitions not normally to be drawn up. **Practice Direction** [1984] 534, Ch D
- Payment into court—
- Withdrawal of payment in—Discretion of court to allow withdrawal—Receiver of company subsequently appointed and company later going into liquidation—Whether plaintiff secured creditor to extent of payment in—Whether company's insolvency a change of circumstance justifying withdrawal of payment in—RSC Ord 22, r 1(3). **W A Sherratt Ltd v John Bromley (Church Stretton) Ltd** [1985] 170, CA
- Service on overseas company. *See Oversea Company* (Service of writ on company)
- Service out of jurisdiction—
- New Zealand—Service of proceedings without leave—Appearance of defendant under protest—Whether court retaining inherent discretion to decline jurisdiction—Whether defendant's submission of forum non conveniens may be raised on application by defendant to set aside service. **Kuwait Asia Bank EC v National Mutual Life Nominees Ltd** [1990] 868, PC
- Public examination order. *See Compulsory Winding Up* (Public examination)

PREFERENCE

- Debenture—
- Company in financial difficulties—Bank unwilling to continue to support company unless it was granted a charge executed by company in favour of bank—Whether constituting a preference or a transaction at an undervalue. **Re MC Bacon Ltd** [1990] 324, Ch D
- Wrongful trading—Claim by liquidator that debenture granted in favour of company's bank a preference—Claim by liquidator of wrongful trading on part of company's bank—Whether company's bank a 'shadow director'—Whether claim should be struck out—Insolvency Act 1986, ss 214, 239—RSC Ord 18, r 19. **Re a company (No 005009 of 1987), ex p Copp** [1989] 13, Ch D
- Fraudulent preference—
- Payment exceeding sum owed by company to creditor—Whether respondent had been involved in management of company—Whether court could determine liability of respondent as constructive trustee—Liability of respondent as constructive trustee—Companies Act 1985, s 615(1) (Insolvency Act 1986, s 239)—Insolvency Act 1986, s 212. **Re Clasper Group Services Ltd** [1989] 143, Ch D

PREFERENTIAL PAYMENTS

- Company in receivership—
- Extent to which Secretary of State entitled to recoup payments made to employees out of redundancy fund out of preferential payments made to employees in receivership—Whether same rules apply in receivership as in winding up—Employment Protection (Consolidation) Act 1978, ss 122, 125—Companies Act 1985, ss 196, 614. **Aquila Design (G R P Products) Ltd v Cornhill Insurance plc** [1988] 134, CA
- Extent to which Secretary of State entitled to recoup payments made to employees out of redundancy fund—Whether same rules applying in receivership as in winding up. **Re Urethane Engineering Products Ltd** [1991] 48, CA

PRIVILEGE

- Accountant's report—
- Dispute under loan agreement—Accountant's report prepared with debtor's assistance—Whether entitled to legal professional privilege. **Plummers Ltd v Debenhams plc** [1986] 447, Ch D
- Transcripts of examination of defendant together with documents there referred to—
- Examination sought by liquidators of company in order to obtain legal advice as to whether to institute legal proceedings—Parts of transcripts and documents supplied to defendants' solicitors—Whether plaintiffs entitled to disclosure of transcripts and documents—Whether transcripts and documents protected by legal professional privilege. **Dubai Bank Ltd v Galadari** [1990] 90, Ch D

PRODUCTION OF DOCUMENTS

- Auditor. *See* **Administration** (Production of documents)
 Third party. *See* **Administration** (Production of documents)
 Generally *see* **Discovery**

PROMISSORY NOTE

- Default by bank—
 Poll vote of note-holders—Confidentiality—Whether vote confidential—RSC Ord 15, r 12(1).
Haarhaus & Co GmbH v Law Debenture Trust Corp plc [1988] 640, QBD
 Liability of director. *See* **Director** (Name of company not stated accurately on promissory note)

PURCHASE OF SHARES WITH FINANCIAL ASSISTANCE OF COMPANY

- See* **Shares** (Purchase of shares with financial assistance of company)

QUASI-PARTNERSHIP

- Rights of shareholder—
 Exclusion from management—Sale of shares. **Harrison v Thompson** [1992] 833, Ch D
 Winding up. *See* **Winding up**

RECEIVER

- Appointment by court—
 Appointment of receiver to enforce judgment against International Tin Council—Arbitration award made against council—Judgment entered against council—Whether court having jurisdiction to appoint receiver to enforce award and judgment against council. **MacLaine Watson & Co Ltd v Dept of Trade and Industry** [1990] 102, HL
 International organisation set up by treaty—Default by international organisation—Whether court had jurisdiction to appoint a receiver to enforce an arbitration award against organisation—Supreme Court Act 1981, s 37. **MacLaine Watson & Co Ltd v International Tin Council** [1987] 653, Ch D
 Appointment by creditor—
 Whether creditor entitled to appoint a receiver where security was in jeopardy—Whether term could be implied entitling creditor to appoint a receiver where there were reasonable grounds to suspect that security was in jeopardy—Basis on which default judgment can be set aside—RSC Ord 13, r 9. **Cryne v Barclays Bank plc** [1987] 584, CA
 Appointment under debenture—
 Receiver appointed agent of company—Liability for rates on property charged—Burden of proof—Debenture empowering receiver to take possession of company's property but not effecting transfer of possession or obliging receiver to take possession of property—Receiver having representatives on company's premises and controlling its business—When a receiver is in rateable occupation of property charged—General Rate Act 1967, s 97(l). **Ratford v Northavon District Council** [1986] 397, CA
 Whether appointment under seal—Whether power to convey legal estate—Effect of power of attorney—Whether extension of statutory power—Effect of deed of release—Law of Property Act 1925, s 109(1). **Phoenix Properties Ltd v Wimpole Street Nominees Ltd** [1992] 737, Ch D
 Costs—
 Costs and expenses of mortgagee and receivers—Basis of recovery—Construction of mortgage debenture—Duties of mortgagee—Enforcement or redemption costs—Whether taxation appropriate—Whether court bound by deed—Solicitors Act 1974, s 71—Supreme Court Act 1981, s 51(1). **Gomba Holdings (UK) Ltd v Minorities Finance Ltd (No 2)** [1992] 851, Ch D
 Receiver appointed after appointment of liquidator—Receiver's costs—Basis on which court exercises discretion to fix costs—Companies Act 1948, s 371 (Companies Act 1985, s 494). **Re Potters Oils Ltd (No 2)** [1986] 98, Ch D
 Receiver appointed by court—Receiver appointed to protect or preserve property—Remuneration and expenditure exceeding moneys received in getting in and dealing with property—Whether court having power to order parties to litigation to pay excess. **Evans v Clayhope Properties Ltd** [1988] 238, CA
 Delivery up of documents—
 Receiver as agent of company—Nature of agency relationship—Ownership of documents created during receivership—Duty on termination of receivership to hand over documents to company. **Gomba Holdings UK Ltd v Minorities Finance Ltd** [1989] 115, CA
 Duty—
 Duty of care to guarantor of company's debts—Receiver appointed by mortgagee—Receiver carrying on business and selling assets to repay debts—Assets sold at undervalue—Whether receiver and mortgagee owing duty of care to guarantor in realising assets—Whether receiver acting as mortgagee's agent in realising assets—Liability of receiver to indemnify mortgagee. **American Express International Banking Corp v Hurley** [1986] 52, Ch D
 Nature of receivership—Receiver's obligations to provide debenture holder with information—Companies Act 1985, ss 497, 499. **Gomba Holdings UK Ltd v Homan v Johnson Matthey Bankers Ltd** [1986] 331, Ch D

- Receiver agent of company—Nature of agency relationship—Duty to hand over documents to company. **Gomba Holdings UK Ltd v Minorities Finance Ltd** [1988] 60, Ch D
- Liability—
 Procuring breach of contract by company. **Lathia v Dronsfield Bros Ltd** [1987] 321, QBD
 VAT—Preferential debt—Whether VAT constituted a preferential debt—Companies Act 1948, s 94. **Re Liverpool Commercial Vehicles Ltd** [1984] 587, Ch D
 Wages—Receiver and manager—Agent of company—Employees remaining employed by company after receiver's appointment—Liability of receiver for wages—Companies Act 1948, s 369 (2) (Companies Act 1985, s 492 (3)). **Nicoll v Cutts** [1985] 322, CA
- Liquidator—
 Employee of a firm appointed liquidator and receiver—Salaried partner appointed liquidator and receiver—Fees paid to ex-employee and ex-partner in connection with liquidations and receiverships—Entitlement to such fees—Ownership of papers arising out of liquidation and receiverships. **Casson Beckman & Partners (a firm) v Papi** [1991] 299, CA
- Remuneration—
 Receiver appointed by court to protect or preserve property—Remuneration and expenditure exceeding moneys received—Whether power to order parties to litigation to pay excess. **Evans v Clayhope Properties Ltd** [1987] 409, Ch D
- Validity of appointment—
 Construction of guarantee—Measure of liability of guarantor—Whether demand under debenture effective—Efficacy of demand where debentureholder agrees to payment in instalments or where more than one demand made. **NRG Vision Ltd v Churchfield Leasing Ltd** [1988] 624, Ch D
- Whether properly joined as parties—
 Costs against receivers. **Telemetrix plc v Modern Engineers of Bristol (Holdings) plc** [1985] 213, Ch D
- See also **Administrative Receiver**

RECTIFICATION

- Register of members. See **Register** (Rectification)

REDUCTION OF CAPITAL

- Approval by court—
 Unanimous agreement of all shareholders to reduction—No formal special resolution authorising reduction—Approval of reduction by court—Companies Act 1948, ss 66, 68. **Re Barry Artist Ltd** [1985] 283, Ch D
- Currency—
 Whether capital could be denominated in currency other than sterling—Whether capital could be denominated in more than one non-sterling currency—Companies Act 1985, s 2(5)(a). **Re Scandinavian Bank Group plc** [1987] 220, Ch D
- Preference shares—
 Company paying off whole of its preference share capital—Whether reduction constituted a variation of class rights of preference shares—Companies Act 1985, s 125. **Re House of Fraser v ACGE Investments Ltd** [1987] 478, HL
 Cumulative preference shares to be repaid—Variation of class rights—Need to obtain consent of class to variation—Dispensing with need to obtain creditor approval—Companies Act 1985, ss 125, 136(3)-(5). **Re House of Fraser plc** [1987] 293, CS
- Rights issue—
 Special resolution—Circular setting out details of resolution inaccurate—Whether inaccuracies affected validity of resolution—Whether defective part rendered whole of resolution invalid—Companies Act 1985, ss 135, 137, 359. **Re Willare Systems plc** [1987] 677, CA
- Temporary loss of share capital—
 Loss of capital but loss not permanent—Protection of creditors—Companies Act 1948, ss 66-67. **Re Grosvenor Press plc** [1985] 286, Ch D

REGISTER

- Rectification—
 Article prohibiting transfer of shares without consent of IBA—Whether transfer in breach of article—Whether register should be rectified—Purpose of application to rectify to prevent transferees voting against take-over supported by applicant—Whether registration in breach of article unfairly prejudicial—Whether interlocutory relief should be granted—Companies Act 1985, ss 359, 461. **Re Piccadilly Radio plc** [1989] 683, Ch D
 Respondent company domiciled in Luxembourg—Whether English court had exclusive jurisdiction—Whether register of members a 'public register'—Whether court could order rectification where company not at fault—Companies Act 1985, s 359—Civil Jurisdiction and Judgments Act 1982, Sch 1—Convention on Jurisdiction and Enforcement of Judgments in Civil and Commercial Matters. **Re Fagin's Bookshop plc** [1992] 118, Ch D
- Restoration to register—
 Action for personal injuries against company—Action statute-barred—Basis on which company will be restored to register—Companies Act 1985, s 651(5)—Companies Act 1989, s 141(3). **Re Workvale Ltd (No 2)** [1991] 531, Ch D; [1992] 544, CA

- Action to restore company to register—Proper parties to action—Action for damages for personal injuries—Whether company's insurers could be permitted to be a party to action—Companies Act 1985, s 651 (as amended by Companies Act 1989, s 141). **Re Workvale Ltd** [1991] 528 Ch D
- Company struck off register—Petitioner as surety subsequently paid company's debt—Right of petitioner to have company restored to register—Companies Act 1948, s 353(6) (Companies Act 1985, s 653). **Re Aga Estate Agencies Ltd** [1986] 346, Ch D
- Nature of proceedings—Jurisdiction of court—Companies Act 1985, s 653—RSC Ord 15, r 6. **Re Portrafram Ltd** [1986] 533, Ch D
- Striking off register—
Company formed for an immoral purpose—Whether company should be struck off register. **R v Registrar of Companies, ex p A-G** [1991] 476, QB D

REGISTRATION OF CHARGES

See **Charge**

REORGANISATION OF COMPANY

- Scheme to reorganise company to divide it between two principal shareholders—
Whether scheme involved improper use of company's funds—Whether scheme was ultra vires—Financial assistance by a company in purchase of its own shares—Companies Act 1985, ss 151-153. **Brady v Brady** [1988] 20, CA

REPAIR

- Title reservation—
Repair to goods involving supply of parts—Repairer entitled to goods into which parts were incorporated—Whether charge created which was void for non-registration—Companies Act 1948, s 95 (Companies Act 1985, ss 395, 396). **Specialist Plant Services Ltd v Braithwaite Ltd** [1987] 1, CA

RESTITUTION

- Investors. See **Investment Business** (Restitution)

SALE OF GOODS

- Payment—
Credit card—Nature of credit card transaction—Effect of credit card company's liquidation—Debts outstanding from cardholders not paid by company to garages—Whether cardholders' debts due to company or to garages—Whether liquidator bound to pay garages from money collected from cardholders before company had paid garages—Whether company's right to payment from cardholders a right of reimbursement only. **Re Charge Card Services Ltd** [1987] 17, Ch D. [1988] 711 (note), CA
- Reservation of title—
Conditions of sale containing title reservation clause—Vendor retaining property in goods—Vendor retaining right to goods into which sold goods are incorporated—Relationship between vendor and purchaser said to be fiduciary—Vendor reserving right to trace proceeds of sale of goods—Buyer insolvent—Fixed and floating charge in favour of bank—Whether title reservation clause gives vendor priority over holder of fixed and floating charge—Companies Act 1948, s 95. **Re Peachdart Ltd** [1983] 225, Ch D
- Effect of retention of title clause—Whether registrable as a charge—Companies Act 1948, s 95. **Clough Mill Ltd v Geoffrey Martin** [1984] 97, Ch D; [1985] 64, CA
- Right to proceeds—Companies Act 1948, s 95. **Re Andrabell Ltd (In liq), Airborne Accessories Ltd v Goodman** [1984] 522, Ch D
- Vendor retaining property in goods—Contract reserving property in goods to vendor until payment of all debts due to vendor—Purchaser becoming insolvent—Goods transferred to purchaser pursuant to contract of sale—Whether property in goods remaining property of vendor or forming part of assets of purchaser—Whether reservation of property clause effective to create right of security over goods without transfer of possession. **Arthur v Thyssen Edelstahlwerke AG** [1991] 28, HL
- Title—
Right of seller to retain title to goods sold until payment—Contract entitling seller to repossess goods sold in default of payment or to terminate contract on insolvency of buyer—Whether seller entitled to claim proceeds from buyer in substitution of claim for repossession of goods—Whether buyer holding proceeds of sale as trustee for seller. **Hendy Lennox (Industrial Engines) Ltd v Grahame Puttick Ltd** [1984] 285, QBD

SALE OF LAND

- Contract specifically enforceable—
Appointment out of court of receiver over company's assets—Whether appointment of receiver affects purchaser's right to specific performance. **Freevale Ltd v Metrostore (Holdings) Ltd** [1984] 72, Ch D
- Petition to wind up company presented before land was transferred—
Application to validate transaction—Principles on which court will validate transaction—

Companies Act 1948, s 227 (Insolvency Act 1986, s 1271). **Re Tramway Building and Construction Co Ltd** [1987] 632, Ch D

Ultra vires—

Unlawful return of capital—Breach of fiduciary duty—Sale of company's property at alleged undervalue—Sale to company controlled by person who controlled vendor company—Whether purchasing company was a constructive trustee—Whether transaction could be ratified by shareholders of plaintiff company. **Aveling Barford Ltd v Perion Ltd** [1989] 626, Ch D

SCHEME OF ARRANGEMENT

Change in material interests of director—

Statement of director's material interest—Alteration in director's material interest—Companies Act 1948, ss 206, 207. **Re Jessel Trust Ltd** [1985] 119, Ch D

Whether court would sanction scheme—Companies Act 1948, ss 206, 207. **Re Minster Assets plc** [1985] 200, Ch D

Changes in circumstances after explanatory statement and before scheme meeting—

Whether such changes must be disclosed—Changes in circumstances after scheme meeting—Whether court should direct further meeting to permit consideration of such changes—Reduction of capital to zero followed by immediate increase in capital—Whether article authorising reduction of capital provided capital not reduced below minimum for public company permitting such a reduction—Companies Act 1985, ss 135, 425, 426. **Re M B Group plc** [1989] 672, Ch D

Voluntary arrangement—

Voluntary arrangement proposed by debtor—Meeting of creditors to approve voluntary arrangement—Whether chairman entitled to refuse to allow creditors whose debts were disputed to vote on ground that debts were unliquidated or their value was unascertained—Whether decision of chairman should be reversed and approval given at meeting to voluntary arrangement be revoked—Insolvency Act 1986, s 262—Insolvency Rules 1986 (SI 1986/1925). **Re a debtor (No 222 of 1990), ex p Bank of Ireland and others** [1992] 137, Ch D

SET-OFF

Whether parties could contract out of set-off—

Letter of credit—Whether set-off could be raised against a letter of credit. **Hong Kong and Shanghai Banking Corp v Kloeckner & Co AG** [1989] 776, QBD

See also **Winding up** (Set-off)

SHARE PREMIUM ACCOUNT

Cancellation—

Circular on which resolutions for cancellation based inaccurate—Whether court should confirm cancellation—Companies Act 1985, ss 130, 135, 137. **Re European Home Products plc** [1988] 690, Ch D

Reduction—

Capital reserve created to be used to write off goodwill—Whether fact that share premium account and goodwill created in same transaction relevant to sanctioning of reduction—Whether necessary for company to intend to write off goodwill immediately—Companies Act 1985, s 135. **Re Ratners Group plc** [1988] 685, Ch D

Confirmation by court sought—Consolidation of accounts of group of companies creating goodwill—Reduction to create reserve against which goodwill could be written off—Whether creditors safeguarded—Whether reduction had discernible purpose. **Re Thorn EMI plc** [1989] 612, Ch D

SHAREHOLDER

Class rights—

Rights conferred on shareholder by name—Whether rights were class rights—Whether rights could be varied without consent of shareholder—Meaning of class rights—Companies Act 1985, ss 17, 125 and 127. **Cumbrian Newspapers Group Ltd v Cumberland and Westmorland Herald Newspaper and Printing Co Ltd** [1987] 286, Ch D

Voting rights—

Whether a shareholder could be restrained from voting his shares—Failure to vote in favour of financial restructuring would result in liquidation of company—Principles on which court would restrain votes being cast. **Standard Chartered Bank v Walker, TSB Bank plc v Walker** [1992] 603, Ch D

Discrimination. See **Shares** (Allotment—Shareholders discriminated against).

Locus standi. See **Accounts** (Failure to prepare proper accounts—Shareholders standing to complain)

SHARES

Agreement for sale of shares —

Payment secured by defendant's guarantee and mortgage by subsidiary company—Mortgage illegal as providing financial assistance in connection with purchase of shares—Whether mortgage severable and guarantee enforceable—Companies Act 1961, s 67 (as amended). **Carney v Herbert** [1985] 140, PC

Allotment—

Purchase of property by public company in return for shares—No valuation report prepared—Order sought to relieve purchaser from possible liability for failure to obtain valuation report—Companies Act 1985, ss 103, 108, 113. **Re Ossory Estates plc** [1988] 213, Ch D

Shareholders discriminated against—Whether principle of equality of treatment of shareholders was applicable—Exercise of directors' discretion in allotting shares—Companies Act 1948, s 20. **Mutual Life Insurance Co of New York v Rank Organisation Ltd** [1985] 11, Ch D

Whether shares paid for—Allotment of non-cash consideration—Independent valuation assets—Exemption claimed—Whether distributions payable—Companies Act 1985, ss 45, 103, 113. **Re Bradford Investments plc (No 2)** [1991] 688, Ch D

Forfeiture—

Partly-paid shares—Agreement for sale of shares to chairman of company—Board resolving to give chairman extra time for paying up shares—Instalments not paid—Notice given that shares would be forfeited if calls not paid—Notice sent to shareholder's registered address in Gibraltar even though company informed of address in United Kingdom for service of notices—Whether company entitled to make call on holder of shares—Whether forfeiture notice validly served. **Parkstone Ltd v Gulf Guarantee Bank plc** [1990] 850, Ch D

Interest in shares—

Company serving notice seeking identity of beneficial owner of its shares—Initial answer incorrect—Subsequent allegedly correct answer given—Undertaking not to dispose of shares—Company seeking order to freeze shares—Prejudice to third parties if order made—Companies Act 1985, ss 212, 216, 454. **Re Lonrho plc (No 3)** [1989] 480, Ch D

Foreign company—Jurisdiction of court to impose restrictions on shares—Companies Act 1948, s 174—Companies Act 1981, ss 74, 77. **Re F H Lloyd Holdings plc** [1985] 293, Ch D

Investigation by company as to beneficial ownership of its shares—Jurisdiction of court to freeze shares about which information already disclosed—Companies Act 1985, ss 212, 216, 454 and 456. **Re Lonrho plc** [1988] 53, Ch D

Notice requiring disclosure of interest in shares—Company serving notice requiring disclosure of interest in shares—Person on whom notice served resident abroad—Reasonable time in which to comply with notice—Validity of notice—Court imposing freezing order—Payment of costs of having freezing order discharged—Companies Act 1985, ss 212, 216. **Re Lonrho plc (No 2)** [1989] 309, Ch D

Mortgage of shares—

Sale by mortgagee—Clause in charge agreement empowering mortgagee to sell shares—Provision in charge agreement exempting chargee from liability in selling shares—Duty of chargee in selling shares—Whether chargee under duty to take reasonable care to obtain proper price for shares. **Bishop v Bonham** [1988] 656, CA

Payment for shares—

Allottee incurring expenditure in creation of company's business—Shares stated to be allotted in consideration of debts due by company to allottee—No express agreement that company should reimburse that expenditure—Whether shares allotted for no adequate consideration or without proper assessment of consideration. **Park Business Interiors Ltd v Park** [1992] 1034, SC (Outer House)

Purchase of shares with financial assistance of company—

Financial assistance provided in interests of company and as incidental part of some larger purpose—Transfer of assets in return for fully paid up shares in new company and loan stock—Corporate reorganisation of family company because of quarrel between directors—Whether transaction ultra vires—Whether transfer of assets misfeasance or fraud on creditors—Whether company providing financial assistance to subsidiary to reduce subsidiary's liability to company—Whether financial assistance given in interests of company and as incidental part of some larger purpose—Whether transaction saved because assistance not reducing company's assets or provided out of distributable profits—Companies Act 1985, ss 151, 153(2), 155(2), 156 (2). **Brady v Brady** [1988] 579, HL

Whether surrender of tax losses constituted financial assistance—Companies Act 1948, s 54 (Companies Act 1985, ss 151-153). **Charterhouse Investment Trust Ltd v Tempest Diesels Ltd** [1986] 1, Ch D

Restriction on shares—

Application to discharge order made on ex parte application placing restriction on shares—Whether adjournment should be granted—Whether applicant should wait until inter partes hearing—Whether undertaking to accept take-over offer creates a 'concert party'—When order placing a restriction on shares should be made on an ex parte application—Companies Act 1985, Pt XV, s 204. **Re Ricardo Group plc** [1989] 566, Ch D

Application to have restriction lifted—Basis on which court will exercise its discretion—Companies Act 1985, ss 212, 216. **Re Ricardo Group plc (No 3)** [1989] 771, Ch D

Beneficial ownership of shares unknown—Restriction on transfer imposed by court—Restriction imposed after contract to sell shares—Application to have restriction removed—Companies Act 1985, ss 212, 456. **Re Geers Gross plc** [1987] 253, Ch D; [1988] 140, CA

Company serving notice seeking identity of person having beneficial interest in its shares—Replies obtained by company not adequate—Basis on which court would exercise its discretion to place a restriction order on its shares—Companies Act 1985, ss 212, 216, 456. **Re T R Technology Investment Trust plc** [1988] 256, Ch D

Costs order imposing restrictions on shares—Whether nominees or registered shareholders to

- pay company's costs—Whether intermediate nominee and beneficiary to pay company's costs and nominee's costs—Application for restriction order caused by intermediate nominee and beneficiary's failure to supply information—Companies Act 1985, ss 212, 216. **Re Bestwood plc** [1989] 606, Ch D
- Notice served by company to determine who had an interest in its shares—Reply unsatisfactory—Basis on which court will discharge a restriction on shares imposed under Pt XV of Companies Act 1985—Costs—Companies Restriction on transfer—Effect of non-compliance with restriction in articles of association on transfer—Exercise of directors' discretion to refuse to register transfer. **Tett v Phoenix Property and Investment Co Ltd** [1984] 599, Ch D, [1986] 149, CA
- Notice served by company to determine who had an interest in its shares—Reply unsatisfactory—Basis on which court will discharge a restriction on shares imposed under Pt XV of Companies Act 1985, s 212. **Re Ricardo Group plc (No 2)** [1989] 766, Ch D
- Restrictions on shares imposed by court order—Proposed restrictions affecting chargee of shares—Whether court having jurisdiction to make order enabling chargees to exercise their rights as chargeholders. **Re Lonrho plc (No 4)** [1990] 151, Ch D
- Restrictions on transfer—Right of a member to have transfer registered—Shares subject to equitable charge—Whether member proposing to transfer—Costs—Companies Act 1948, s 116. **Theakston v London Trust plc** [1984] 390, Ch D
- Sale—**
- Alleged agreements for sale of shares in a public company—Vendor chairman of company—Terms of agreement—Vendor to be given service contract—Purchasers' nominees to be appointed to board of directors—Whether purchasers entitled to interlocutory relief. **Wilton Group plc v Abrams, Abrams v Samuelson** [1991] 315, Ch
- Conditional contract—Contract conditional on approval of shareholders of purchaser—Purchaser and its merchant bank covenanting to use their best endeavours to ensure fulfilment of condition—Change in circumstances making purchase of shares not in interest of purchaser—Purchaser and merchant bank ensuring resolution approving purchase not put to meeting of purchaser's shareholders—Whether purchaser and merchant bank in breach of 'best endeavours' covenant. **Rackham v Pesk Foods Ltd** [1990] 895, Ch D
- Misrepresentation—Damages for fraudulent misrepresentation—Measure of damages. **Smith New Court Securities Ltd v Scrimgeour Vickers (Asset Management) Ltd (Roberts, third party)** [1992] 1104, Ch D
- Pre-emptive rights of members to purchase shares—Shareholders had given company valid notice of their desire to transfer their shares—Company failed to comply with procedure laid down in articles as to offers to members—Whether existing shareholder was entitled to an injunction to restrain transfer of shares to an outsider. **Curtis v J J Curtis & Co Ltd** [1986] 86, Ch D
- Sale of shares for cash—Sale of shares for non-cash consideration—Meaning of payment for cash—Liability of transferee where no valuation report has been made in sale of shares for non-cash consideration—Acceptance of repudiation of contract—Whether election to treat contract as repudiated is irrevocable. **System Control plc v Munro Corporate plc** [1990] 659, Ch D
- Shares to be exchanged for other shares—Shares subject to restriction under s 174 of Companies Act 1948—Whether shares to be sold—Companies Act 1948, s 174. **Re Westminster Property Group plc** [1984] 459, Ch D, [1985] 188, CA
- Share purchase agreement—**
- Purchaser claimed that warrantors had failed in breach of warranty to disclose all relevant facts in disclosure letter—Warrantors claimed that purchaser had actual knowledge of facts not so disclosed—Agreement provided that purchaser's knowledge of matters not disclosed in disclosure letter did not prejudice purchaser's rights under warranties—Whether defence should be struck out as not disclosing any reasonable ground of defence. **Eurocopy plc v Teesdale** [1992] 1067, CA
- Share registered in name of company and a director of company—
- Whether director held his rights in share as a nominee for company—Whether director was entitled to bring proceedings as one of registered holders of share—Company in administration—Director interfering with exercise of administrators' powers—Whether director in contempt of court. **Re Exchange Travel (Holdings) Ltd** [1991] 728, Ch D
- Valuation—**
- Agreement to sell shares—Date on which valuation to be made—Offer made to all shareholders to purchase their shares—Whether offer admissible before independent valuer in valuation of shares. **Re a company (No 002708 of 1989), ex p W, Re a company (No 004247 of 1989), ex p Br** [1990] 795, Ch D
- Date of valuation—Companies Act 1980, s 75. **Re OC (Transport) Services Ltd** [1984] 251, Ch D
- Private company having no assets but high return—Valuation of shares—Valuation of company on basis of capitalised sum representing future profits—Whether allowance to be made for risk in calculating future profits and price/earnings ratio—Method of making allowance for risk—Appropriate rate of interest. **Buckingham v Francis** [1986] 353, QBD
- Purchase and sale—Agreement for shares to be purchased and sold at 'fair market price'—Whether 'fair market price' of 40% of shares of company meaning 40% of fair value of net assets of company. **Re Howie and ors and Crawford's arbitration** [1990] 686, Ch D

Valuer's decision stated to be final, binding and conclusive—'Speaking' valuation allegedly erroneous—Whether action impinging valuation to be struck out. **Burgess v Purchase & Sons (Farms) Ltd** [1983] 176, Ch D

SOLICITOR

Duty—

Conflict of interest—Merger of firms of solicitors—Merging firms acting for opposing sides in litigation—Plaintiff companies, acting by liquidators, making serious allegations of dishonesty against professional firms—Solicitors acting for liquidators merging with firm which had formerly advised professional defendants—Defendants refusing to consent to merged firm continuing to act for liquidators—Whether merged firm could properly continue to act for liquidators—Whether mischief or real prejudice to former client could be rightly anticipated—Whether merged firm able to satisfy court that sensitive information relating to respective cases would remain separate and confidential. **Supasave Retail Ltd v Coward Chance (a firm)** [1991] 519, Ch D

Negligence—

Duty to take care by solicitors acting for client company in liquidation—Duty owed to client company in liquidation—Whether duty owed to guarantors of client company in liquidation—Extent of duty owed—Companies Act 1948, ss 95, 96 (Companies Act 1985, ss 395, 396). **Foster and ors (bankrupts) (trustee) v Crusts** [1986] 307, Ch D
Duty of care in advising clients—Whether duty owed to company and principal shareholder—Measure of damages—Costs—RSC Ord 62, r 28(3). **R P Howard Ltd and Witchell v Woodman Matthews & Co (a firm)** [1983] 117, QBD

SPECIFIC PERFORMANCE

Lease—

Administrative receiver—Company insolvent—Whether court would grant a decree of specific performance by company to grant lease. **AMEC Properties Ltd v Planning Research and Systems plc** [1992] 1149, CA

STATUTORY DEMAND

Injunction to prevent presentation of winding-up petition—

Permanent undertaking given not to present petition—Costs. **Re Cannon Screen Entertainment Ltd** [1989] 660, Ch D

Service—

Demand sent by post—Letter actually delivered—Whether constituting good service—Insolvency Act 1986, s 123. **Re a company (No 008790 of 1990)** [1991] 561, Ch D

Validity. See **Winding-up** (Application to strike out petition)

TAKE-OVER BID

Acceptance—

Bid accepted by over 90% of shareholders in offeree company—Whether shares had been properly valued—Application by shareholder for discovery and cross-examination—Costs. **Re Lifecare International plc** [1990] 222, Ch D

Contested take-over bid—

Duty of directors in target company—Directors owning a majority of target company's voting shares—Contract in which directors have an interest—Derivative actions. **Heron International Ltd v Lord Grade and Associated Communications Corp plc** [1983] 244

False statements. See **Tort** (Interference with business interest)

Leave to apply for judicial review—

Disciplinary proceedings against applicants by Panel on Take-overs and Mergers—Other civil proceedings pending which raised same issues—Panel and appellate committee of panel refusing to adjourn disciplinary proceedings—Whether applicants had legitimate expectation that proceedings would be adjourned—Whether disciplinary proceedings would prejudice civil proceedings—Whether panel entitled to base disciplinary proceedings on DTI inspectors' report. **R v Panel on Take-overs and Mergers, ex p Fayed** [1992] 938, CA

Negligence—

Duty to take care—Statutory powers—Exercise of discretionary power conferred by statute—Secretary of State obtaining undertaking from plaintiff not to acquire more than 30% of company's share capital—Monopolies and Mergers Commission subsequently reporting that plaintiff's take-over of company not against public interest—Rival making take-over bid for company—Secretary of State releasing plaintiff from undertaking after rival had acquired control of company—Whether Secretary of State and department negligent in failing to release undertaking in due time—Whether timing of release of undertaking a policy or operational decision—Whether Secretary of State and department in breach of duty of care owed to plaintiff—Whether Secretary of State and department in breach of duty of care owed to plaintiff—Whether no breach of duty if only loss was economic loss—Whether public law nature of claim requiring plaintiff to seek judicial review rather than proceed to action. **Lonrho plc v Tebbit and another** [1992] 67, Ch D

Information or advice—Knowledge that third party might rely on information—Company—Target company's accountants—Preparation of company's accounts—Accountants preparing draft

accounts at request of target company for use in take-over negotiations—Whether accountants owing duty of care to bidder. **James McNaughton Papers Group Ltd v Hicks Anderson & Co (a firm)** [1991] 163, CA

Information or advice—Knowledge that third party might rely on information—Duty of care to bidder—Preparation of target company's financial statements and profit forecast—Duty to potential or actual bidder—Financial statements of company issued before announcement of bid for company—After announcement of bid target company issuing circulars and profit forecast—Circulars issued to and for guidance of shareholders—Whether board and advisers of target company owing duty of care to bidder. **Morgan Crucible Co plc v Hill Samuel Bank Ltd** [1991] 18, Ch D; 178, CA

Rival bids—

Duty of directors of target company—Minority oppression—Whether failure to recommend highest bid constitutes unfairly prejudicial treatment—Companies Act 1985, s 459. **Re a company** [1986] 982, Ch D

Take-over offer—

Right of offeror to purchase shares of shareholders who did not accept offer—Whether take-over offer had been made—Whether procedure for compulsorily purchasing shares had been complied with—Exercise of court's discretion—Companies Act 1985, ss 428, 429, 430c—Financial Services Act 1986, s 57. **Re Chez Nico (Restaurants) Ltd** [1992] 192, Ch D (Companies Ct)

Ultra vires—Contract by target to recommend take-over offer and not to co-operate with rival bidder—Duty of directors of target company—Whether directors owed duty to current shareholders of target. **Dawson International plc v Coats Paton plc** [1989] 233, CS (OH), [1990] 560, CS (IH)

THEFT

Theft of property belonging to company—

Defendants appropriating for their own private purposes funds of various companies of which they were sole shareholders and directors—Whether acts of sole shareholders and directors could be treated as those of company—Whether theft from companies in question—Theft Act 1968, s 2(1)(b). **A-G's Reference (No 2 of 1982)** [1984] 60, Ch D

TITLE DEEDS

Deposit. *See* **Charge** (Creation of charge)

TORT

Interference with business interest—

Take-over bid—False statements made to third party to prevent rival's take-over bid succeeding—Whether opportunity to make take-over bid a legal right—Whether false statements which prevent take-over bid giving rise to cause of action. **Lonrho plc v Fayed** [1989] 75, QBD

Take-over bid—False statements made to third party to prevent rival's take-over bid succeeding—No predominant purpose to injure rival—Whether false statements giving rise to cause of action. **Lonrho plc v Fayed** [1989] 485, CA

Take-over bid—False statements made to third party to prevent rival's bid from succeeding—Conspiracy—Ingredients of tort. **Lonrho plc v Fayed** [1991] 779, HL

Personal liability of director for tort committed by company. *See* **Director** (Liability)

TRADE UNION

Misapplication of funds—

Trade union analogous to a company—Member's standing to bring derivative action on behalf of union—The rule in *Foss v Harbottle*—Effect of members' decision not to sue—Trade Union and Labour Relations Act 1974, s 2—Employment Act 1982, s 17. **Taylor v National Union of Mineworkers (Derbyshire Area)** [1985] 237, Ch D

UNREGISTERED COMPANY

Winding up. *See* **Compulsory Winding up** (Unregistered company)

VAT

Bad debt relief—

Company has surplus—Whether Commissioners of Customs and Excise can prove in liquidation—Subrogation—Finance Act 1978, s 12—VAT (Bad Debt Relief) Regulations 1978 (SI 1978/1129). **Re TH Knitwear (Wholesale) Ltd** [1987] 96, Ch D; [1988] 195, CA

Whether VAT constituted a preferential debt. *See* **Receiver** (Liability)

VOLUNTARY WINDING UP

Creditors' voluntary winding up—

Declaration of solvency—Petition for compulsory winding up—Exercise of court's discretion. **Re Surplus Properties (Huddersfield) Ltd** [1984] 89, Ch D

Distribution of insurance moneys—Company carrying on business of storing furniture—Stored furniture destroyed by fire—Some customers contracting with company that it would obtain

- insurance to cover damage to their furniture—Whether insurance moneys held on trust. **Re E Dibbens & Sons Ltd (in liq)** [1990] 577, Ch D
- Examination of persons having information relating to company's affairs—Principles on which examination ordered—Whether examination must be preceded by written questionnaire—Companies Act 1948, s 307(2). **Re Norton Warburg Holdings Ltd and Norton Warburg Investment Management Ltd** [1983] 235, Ch D
- Voluntary liquidation—Creditors' voluntary winding up—Failure to give seven days' notice to members—Members consenting to only one day's notice—Validity of resolution—Companies Act 1948, s 293(1)(7). **EV Saxton & Sons Ltd v R Miles (Confectioners) Ltd** [1983] 70, Ch D
- Replacement of liquidator—Basis on which court will exercise its discretion—Insolvency Act 1986, s 108(2). **Re Keyapak Homecare Ltd** [1987] 409, Ch D
- Sale by liquidator—Judicial interference with liquidator's action—Companies Act 1948, s 307. **Harold Pitman & Co v Top Business Systems (Nottingham) Ltd** [1984] 593, Ch D
- Statutory demand—Demand served at company's registered office as appearing in Companies' Registry—Company had served notice of change of registered office—Winding-up petition advertised—Whether advertisement should be struck out—Companies Act 1985, s 287 (2)—Insolvency Rules 1986 (SI 1986/1925), r 4.11(2)(b), (5). **Re Garton (Western) Ltd** [1989] 304, Ch D
- Surplus of assets after payment of provable debts—Time for determining company's liabilities—Payment of post-liquidation interest—Payment of statutory interest—Bankruptcy Act 1914, s 33(8)—Companies Act 1948, s 317. **Re Lines Bros Ltd** [1984] 215, Ch D
- Unpaid interest on loan stock—Rate of interest payable on winding up—Loan stock issued at discount—Whether discount consideration in lieu of interest—Costs of winding up—Companies Act 1948, s 317—Bankruptcy Act 1914, s 66—Companies (Winding up) Rules 1949, r 47. **Re Jessel Securities Ltd** [1983] 1, CA
- Liquidator's costs—
- Company ordered to be wound up—Court's jurisdiction to award voluntary liquidator's costs—Companies (Winding-up) Rules 1949, r 195—Companies Act 1948, ss 243, 309 (Companies Act 1985, ss 588, 603). **Re A V Sorge & Co Ltd** [1986] 490, Ch D
 - Remuneration—Liquidator incurring costs and expending skill and labour in administering property held on trust by company for its investors—Whether liquidator's remuneration and costs could be paid out of trust property if company's assets insufficient. **Re Berkeley Appleyate (Investment Consultants) Ltd. Harris v Conway** [1989] 28, Ch D
- Subsequent petition for compulsory winding up—
- Principles on which court will make order where voluntary winding up in progress. **Re Palmer Marine Surveys Ltd** [1986] 106, Ch D
 - Role of voluntary liquidator in subsequent proceedings—Exercise of court's discretion. **Re Medisco Equipment Ltd** [1983] 305, Ch D
 - Voluntary winding up in progress—Petition by Official Receiver for compulsory winding up—Alleged misconduct on part of voluntary liquidator—Opposition to compulsory order by company's creditors—Principles on which court will make compulsory order. **Re Hewitt Brannan (Tools) Co Ltd** [1991] 80, Ch D
- Unsecured creditors—
- Appointment of receivers—Company owing debts to unsecured debtors—Company wound up nine years after receivers appointed—Whether debts of creditors were statute-barred—Whether directors of company owed duties to unsecured creditors—Whether court would make an order to appoint a creditor to represent claims of unsecured creditors. **Re Joshua Shaw & Sons Ltd** [1989] 362, Ch D

VOTING

- Confidentiality. *See* **Promissory Note** (Default by bank)
- Rights. *See* **Shareholder** (Voting rights)

WINDING UP

- Abuse of process—
- Failure to pay debt—Allegation that company had failed to pay debt—Failure of company's bank to honour cheque—Debt disputed on substantial grounds—Whether petition an abuse of process of court. **Re a company (No 0010656 of 1990)** [1991] 464, Ch D
 - Motion to restrain petition from being advertised and to have petition dismissed as an abuse of process of court—Petition presented for collateral reasons—Definition of prospective creditor. **Re a company** [1983] 492, Ch D
 - Petition to wind up on just and equitable ground—Alternatively order sought that petitioner's shares be purchased—Alleged agreement restricting company's activities to one project now completed—Majority shareholders' offer to purchase petitioner's shares for fair value in accordance with pre-emption clause in articles—Whether petition should be struck out as abuse of process of court—Whether petitioner acting unreasonably in seeking a winding-up order instead of accepting majority's view. **Virdi v Abbey Leisure Ltd. Re Abbey Leisure Ltd** [1989] 619, Ch D, [1990] 342, CA
 - Winding-up petition based on dishonoured promissory note—Company alleged that promissory note obtained by fraudulent misrepresentations—Whether petition should be struck out as an

- abuse of process. **Re a company (No 001946 of 1991), ex p Fin Soft Holding SA** [1991] 737, Ch D
- Action against company—
- Leave to bring action against company—Exercise of court's discretion—Companies Act 1948, s 231. **Re Exchange Securities and Commodities Ltd** [1983] 186, Ch D
- Alternative remedies—
- Application to have petition struck out or stayed—Whether petitioner unreasonable in refusing offer to purchase his shares—Whether petitioner unreasonable in not pursuing remedy under s 459 of Companies Act 1985—Whether dispute as to ownership of company's shares should be resolved in separate proceedings—Insolvency Act 1986, ss 122(1)(g), 125(2)—Companies Act 1985, s 459. **Re a company (No 001363 of 1988), ex p S-P** [1989] 579, Ch D
- Appeal from Registrar of Companies Court—
- Mode of appealing—Insolvency Rules 1986, r 7.47(2) (SI 1986/1925). **Re Calahurst Ltd** [1989] 140, Ch D
- Application of bankruptcy rules—
- Unliquidated claim for damages in tort—Whether claim for unliquidated damages in tort capable of proof in winding up of an insolvent company—Whether surplus available after payment to all proven creditors payable to tort claimants or to contributories—Bankruptcy Act 1914, s 30—Companies Act 1948, ss 316, 317. **Re Islington Metal and Plating Works Ltd** [1983] 215, Ch D
- Application to strike out winding-up petition—
- Disputed debt—Statutory demand—Companies Act 1948, s 223(a). **Re a company** [1984] 322 Ch D
- Disputed debt—Validity of statutory demand made by telex—Costs—Companies Act 1948, s 223(a). **Re a company** [1985] 37, Ch D
- Arrangement for payment of creditors—
- Whether arrangement for payment of creditors a trust—Whether trust void as violating *pari passu* principle in distributing insolvent company's assets—Nature of equitable charge—Charge over book debts—Set-off—Bankruptcy Act 1914, s 31—Companies Act 1948, s 302. **Carreras Rothmans Ltd v Freeman Mathews Treasure Ltd** [1984] 420, Ch D
- Avoidance of property dispositions—
- Petition to wind up—Whether court should make order validating disposition of property after petition presented—Insolvency Act 1986, s 127. **Re Fairway Graphics Ltd** [1991] 468, Ch D
- Compulsory examination—
- Disclosure of information by liquidators of parent company to liquidators or directors of subsidiary companies—Subsidiary companies involved in litigation with persons obliged to make disclosure—Companies Act 1985, s 561 (Insolvency Act 1986, ss 236, 237). **Re Esal (Commodities) Ltd** [1989] 59, CA
- Contempt—
- Court making order restraining advertisement of petition on basis of undertaking by companies to file affidavits exhibiting evidence from their bankers or auditors as to solvency and companies' ability to pay their debts—Companies filing letters from auditors giving support to statement of companies' directors made pursuant to s 155(6) of Companies Act 1985 and stating that companies had traded profitably up to respective year ends—Whether letters complying with undertaking—Whether companies in contempt. **Re a company (No 003640 of 1989), ex p Peter Sensky Associates (a firm)** [1990] 201, Ch D
- Contributory's petition—
- Alternative claim for relief under s 75 of Companies Act 1980—Dispute as to validity of an allotment of shares—Motion to have petition struck out. **Re Garage Door Associates Ltd** [1983] 164, Ch D
- Application for an order to validate payments out of a company's bank account—Doubts as to company's solvency—Companies Act 1985 s 522 (Insolvency Act 1986, s 127). **Re a company (No 007523 of 1986)** [1987] 200, Ch D
- Petition for relief against oppression—Company insolvent—Need to show tangible interest—Order of substitution—Companies Act 1985, s 459. **Re Commercial and Industrial Insulations Ltd** [1986] 191, Ch D
- Costs—
- Action brought by company in liquidation—Action unsuccessful—Costs awarded against company—Assets in liquidation insufficient to pay costs—Priority of costs creditors—*Locus standi*—Whether entitled to orders summoning meetings of company and of creditors—Whether entitled to inspect company documents—Companies Act 1985, s 602 (Insolvency Act 1986, s 112). **Re Movietex Ltd** [1992] 419, CA
- Costs of company in unsuccessfully opposing petition—Who should bear costs—Bathampton order. **Re a company (No 004055 of 1991), ex p Doe Sport Ltd** [1991] 865, Ch D
- Creditors' meeting—
- Creditor's right to vote at creditors' meeting—Nature of creditor's claim—Companies (Winding-up) Rules, rr 140, 141 and 143—Companies Act 1948, ss 237, 239(d). **Re Prime Metal Trading Ltd** [1984] 543, Ch D
- Summoning of creditor's meeting—Director nominated to preside at meeting failing to turn up—Whether meeting validly constituted—Whether liquidators required to apply to court for directions as to holding of meeting. **Re Salcombe Hotel Development Co Ltd** [1991] 44,

Disclaimer of onerous property—

Application of liquidator to disclaim lease—Assignment of freehold conversion—Whether guarantee transferred with assignment—Rectification—Whether guarantee transferable—Law of Property Act 1925, ss 56 and 62—Companies Act 1948, s 323. **Re Distributors and Warehousing Ltd** [1986] 129, Ch D

Disclaimer of lease—Effect of vesting order where onerous property disclaimed—Companies Act 1985, ss 618, 619 (Insolvency Act 1986, ss 178.179). **Re AE Realisations** (1985) Ltd [1987] 486, Ch D

Disclaimer of leasehold interest by company—Whether release of surety necessary for releasing company and property of company from liability—Companies Act (Ireland) 1963, s 290 (Companies Act 1948, s 323). **Maurice Tempany v Royal Liver Trustees Ltd** [1984] 568, HC (Ir)

Disposition of property—Transfer of lease which company has agreed to sell—Companies Act 1985, s 522 (Insolvency Act 1986, s 127). **Re French's (Wine Bar) Ltd** [1987] 499, Ch D

Disclosure of documents—

Creditor seeking to obtain documents in possession of liquidator—Purposes for which documents can be used—Whether documents can only be used for purpose of liquidation—Insolvency Act 1986, ss 143, 167, 168(5). **Re Acli Metal (London) Ltd** [1989] 749, Ch D.

Disclosure of information—

Information provided to liquidators in confidence—Whether information should be disclosed to accused in criminal proceedings—Insolvency Act 1986, s 236. **Re Barlow Clowes Gilt Managers Ltd** [1991] 750, Ch D

Distress—

Distrain proceedings not completed—Claim for VAT—Exercise of court's discretion—Claims of preferential creditors—Companies Act 1948, ss 226, 231, 319(1) (Companies Act 1985, ss 521, 525, 614). **Re Memco Engineering Ltd** [1985] 424, Ch D

Dividends declared but not paid over—

Whether sums recoverable in winding up—Whether unpaid dividends to be treated as loan—Companies Act 1948, s 212(1)(g) (Companies Act 1985, s 502(2)(f)). **Re LB Holliday & Co Ltd** [1986] 227, Ch D

Examination of officer of company—

Contributories seek order for examination of receivers and director—Principles on which court will make such an order—Companies Act 1985, s 561 (Insolvency Act 1986, s 133). **Re Embassy Art Products Ltd** [1988] 1, Ch D

Examination of persons having relevant information—

Information relating to matters arising subsequent to termination of company's business—Persons not directly connected with company—Legal professional privilege—Companies Act 1948, s 268. **Re Highgrade Traders Ltd** [1983] 137, Ch D; [1984] 151, CA

Foreign company—

Failure to register charge—Whether company had established place of business in England—Whether unregistered charge unenforceable in winding up of a solvent company—Companies Act 1948, ss 95, 106. **Re Oriel Ltd** [1984] 241, Ch D

Jurisdiction—Factors which would confer jurisdiction on court to wind up foreign company—Whether court having jurisdiction to wind up foreign company—Meaning of assets within jurisdiction—Law of Property Act 1925, s 172 (Insolvency Act 1986, s 423). **Re Real Estate Development Co** [1991] 210, Ch D

Foreign currency claim—

Payment of post-liquidation interest—Date for determining rate of exchange—Whether commencement of winding up or time of payment. **Re Lines Bros Ltd (No 2)** [1984] 227, Ch D

Interest—

Date of determining amount of interest payable—Whether allowance to be made for payments received in foreign winding-up proceedings—Recovery for unpaid contractual interest in winding up—Nature of guarantor's liability—Bankruptcy Act 1914, s 66—Companies Act 1948, s 317. **Re Amalgamated Investment and Property Co Ltd** [1984] 341, Ch D

Jurisdiction of district registry—

Impropriety of presenting winding-up petition in district registry lacking jurisdiction—Nature of winding-up proceedings—Companies (Winding-up) Rules 1949, SI 1949/330, r 1. **Re Pleatline Ltd** [1983] 102, Ch D

Jurisdiction to strike out winding-up petition—

Action by liquidator in own name—Application to strike out proceedings—Principles governing exercise of jurisdiction to strike out—Companies Act 1948, s 333—Companies Winding-up Rules 1949, SI 1949/330, r 227—RSC Ord 28, r 10. **Re Latchford Construction Ltd, Halls v O'Dell** [1992] 265, CA

Petition presented on grounds of company's inability to pay its debts—Basis on which court would strike out such a petition. **Re a company (No 003079 of 1990)** [1991] 235, Ch D

Jurisdiction to wind up company—

Company not having any assets within jurisdiction—Nature of connection necessary to confer jurisdiction to wind up company—Appointment of provisional liquidator—Insolvency Act 1986, s 221. **International Westminster Bank plc v Okeanos Maritime Corp** [1987] 450 Ch D

Just and equitable. *See Compulsory Winding up*

Locus standi—

- Dishonoured cheque—Cheque subsequently re-presented—Winding-up petition presented—Cheque subsequently honoured—Whether petitioner had locus standi to present petition. **Re a company (No 001259 of 1991)**, ex p **Medialite Ltd** [1991] 594, Ch D
- Oversea company—
- Creditor's petition to wind up company—Order to validate sale by company—Companies Act 1985, ss 395, 522. **Re Sugar Properties (Derisley Wood) Ltd** [1988] 146, Ch D
- Petition—
- Adjournment—Order sought against bank—Adjournment of order sought—Basis on which court would grant adjournment. **Re Bank of Credit and Commerce International SA** [1992] 570, Ch D (Companies Ct)
- Appointment of administrators—Application to stand over petitions. **Re West-Tech plc**, re **West-Tech International Ltd** [1989] 600, Ch D
- Appointment of provisional liquidator—Proceedings held in camera. **Re London and Norwich Investment Services Ltd** [1988] 226, Ch D
- Costs of petition—Petition presented against company for non-payment of statutory demand—Petition dismissed—Whether petitioners should pay costs of abortive petition. **Re Fernforest Ltd** [1990] 693, Ch D
- Defective service of petition—Whether petitioner owes company a duty of care. **Business Computers International Ltd v Registrar of Companies** [1987] 621, Ch D
- Petition to wind up company presented—Company sought making of an administration order—Petition for administration order supported by some of company's unsecured creditors—Basis on which court will make an administration order—Insolvency Act 1986, s 8. **Re Consumer and Industrial Press Ltd** [1988] 177, Ch D
- Standing of directors to petition for a winding up—Standing of contributories to petition for a winding up—Insolvency Act 1986, s 124(1). **Re Instrumentation Electrical Services Ltd** [1988] 550, Ch D
- Petition by creditor—
- Adjourned at request of company—Eventually dismissed as opposed by majority of creditors—Costs of petitioner. **Re Arrow Leads Ltd** [1986] 538, Ch D
- Failure to pay debts by a company—Company apparently solvent—Motion to restrain presentation of petition—Whether court had jurisdiction to make winding-up order—Companies Act 1985, s 518(1)(a)(e). **Cornhill Insurance plc v Improvement Services Ltd** [1986] 26, Ch D
- Order restraining publicising of petition—Scope of court's jurisdiction to make such an order. **Re a company** [1986] 127, Ch D
- Other debts disputed—Entitlement of creditor to present petition. **Re a company (No 008122 of 1989)**, ex p **Trans Continental Insurance Services Ltd** [1990] 697, Ch D
- Petition also presented alleging unfair prejudice—Order made validating transactions entered into after presentation of winding-up petition—Application to extend order—Order as to costs—Companies Act 1985, s 459—Insolvency Act 1986, s 127. **Re Crossmore Electrical and Civil Engineering Ltd** [1989] 137, Ch D
- Standing over petition—Practice. **Re Boston Timber Fabrications Ltd** [1984] 328, CA
- Unpaid debt—Debt disputed on bona fide grounds—Counterclaim by company—Whether court should dismiss petition. **Re FSA Business Software Ltd** [1990] 825, Ch D
- Voluntary winding up in progress—Basis on which court will make order. **Re Lowerstoft Traffic Services Ltd** [1986] 81, Ch D
- Whether petitioner had standing as creditor or contingent creditor to present petition—Defective resolution to wind up company—Companies Act 1985, s 519(5). **Re Fitness Centre (South East) Ltd** [1986] 518, Ch D
- Petition to wind up company for non-payment of rates—
- Rates due more than six years before presentation of petition—Whether claim for rates was time-barred—Limitation Act 1939, ss 2(1), 31(1) (Limitation Act 1980, ss 9(1), 38(1)). **Re Karnos Property Co Ltd** [1989] 340, Ch D
- Petition to wind up company on grounds of non-payment of a debt—
- Debt disputed—Whether creditor can present winding up petition without first making statutory demand. **Taylor's Industrial Flooring Ltd v M & Plant Hire (Manchester) Ltd** [1990] 216, CA
- Practice—
- Single petition with respect to a number of companies—Companies Act 1980, s 75. **Re a company** [1984] 307, Ch D
- Preference—
- Insolvent company—Payment of rent before due date—Allegation that that constituted a preference—Whether directors could rebut presumption created by s 239(6) of Insolvency Act 1986, s 239. **Re Beacon Leisure Ltd** [1992] 565, Ch D (Companies Ct)
- Proof and ranking of claims—
- Rescission of order—Companies Act 1985, s 549. **Re Intermain Properties Ltd** [1986] 265
- Rule against double proof. **Barclays Bank Ltd v TOSG Trust Fund Ltd** [1984] 1, Ch D, 27, CA, 259, HL
- Public interest grounds—
- Official Receiver appointed provisional liquidator—Special manager appointed—Petition dismissed—Payment of costs of provisional liquidator and special manager—Insolvency Rules 1986 (51/1986/1925) rr 4.30, 4.31. **Re a company (No 001951 of 1987)** [1988] 182, Ch D

- Petition presented by Secretary of State for Trade and Industry on public interests grounds—
 Petition dismissed at request of Secretary of State—Whether Secretary of State should pay company's costs. **Re Xyllyx plc (No 2)** [1992] 378, CA
- Petition presented by Secretary of State under s 35 of Companies Act 1967—Appointment of provisional liquidator—Application for discharge of provisional liquidator and special manager—Undertaking in damages by Secretary of State—Companies Act 1948, ss 224(1), 236, 238—Companies Act 1967, s 35—Companies (Winding-up). Rules 1949, r 32. **Re Highfield Commodities Ltd** [1984] 623, Ch D
- Petition presented to wind up company compulsorily—Resolution that company should go into creditors' voluntary winding up—Whether order for compulsory winding up of company should be made—Basis on which court would exercise its discretion. **Re H J Tomkins & Sons Ltd** [1990] 76, Ch D
- Principles on which court will exercise its discretion—Company carrying on investment business—Need to protect public—Mismanagement by company in conduct of its affairs—Companies Act 1985, s 440—Insolvency Act 1986, ss 122(1) (g), 124(4). **Re Walter L Jacob & Co Ltd** [1989] 345, CA
- Secretary of State for Trade and Industry not wishing to pursue petition presented on public interest grounds—Whether contributories should be granted leave to be added out of time to list of those intending to appear on petition—Contributories sought adjournment to consider whether to seek to be substituted as petitioners—Insolvency Rules 1986, SI 1986/1925, r 4.16. **Re Xyllyx plc (No 1)** [1992] 376, Ch D
- Running of time against creditors—
 Claim by creditor—Time for making claim—Effect of presentation of winding-up petition or making of a winding-up order on running of time against creditor's claims—At what point time ceasing to run against creditor's claims in liquidation proceedings. **Re Cases of Taff Wells Ltd** [1992] 11, Ch D
- Service out of jurisdiction—
 Leave—English registered company carrying on business abroad—Whether leave required to serve petition out of jurisdiction—Whether proceedings should be set aside. **Re Harrods (Buenos Aires) Ltd** [1991] 69, Ch D; 666, CA
- Service—Service out of jurisdiction—Transaction at undervalue—Office-holder of company seeking reversal of transaction to entertain application against foreign person resident abroad and to order service of process of jurisdiction—Insolvency Act 1986, s 238—Insolvency Rules 1986, r 12.12. **Re Paramount Airways Ltd** [1992] 710, CA
- Set-off—
 Assignment of chose in action by company after winding up—Whether rules of set-off applied—Bankruptcy Act 1914, s 31—Companies Act 1948, s 317. **Farley v Housing and Commercial Developments Ltd** [1984] 442, QBD
- Proof of debt—Set-off—Whether creditor of insolvent company required to set off money owed by him to company against secured debt. **Re Norman Holding Co Ltd** [1991] 1, Ch D
- Sovereign immunity—
 Provisional liquidators of bank seeking directions as to whether payments out of assets of bank to Iraqi embassy and two Iraqi state-owned commercial enterprises as creditors of bank—Whether retention of moneys owed to creditors conflicted with Iraqi state's right to sovereign immunity—Whether payments should be authorised under 127 of Insolvency Act 1986—State Immunity Act 1978, ss 1, 3(1)(a), (6)—Insolvency Act 1986, s 127. **Re Rafidain Bank** [1992] 301, Ch D (Companies Ct)
- Stay of winding up—
 Principles on which court would grant a stay. **Re Lowston Ltd** [1991] 570, Ch D
- Resolution to wind up company passed without applicants being aware of entitlement to demand poll—Delay in distribution giving one applicant opportunity to avoid capital gains tax—Applicant contending liquidator would not pursue dispute with Inland Revenue with same vigour as company directors—Minutes of shareholders' meeting not recording applicants' opposition to winding up—Inland Revenue's opinion on base value of company's land not disclosed to shareholders before vote on resolution for winding up—Whether court should grant stay. **Re Hockeril Athletic Club Ltd (In liq)** [1990] 921, Ch D
- Stay of proceedings—Action alleging fraudulent breach of duty—Criminal proceedings pending—Action surviving bankruptcy—Whether damage to estate of bankrupt—Whether danger of causing injustice in criminal proceedings—Privilege against self-incrimination—Whether right of silence overriding plaintiffs interests—Protection for defendant—Supreme Court Act 1981, s 49(3)—Insolvency Act 1986, s 285(2). **Polly Peck International plc v Nadir** [1992] 746, Ch D
- Quasi-partnership company—
 Company ceasing to carry on business except for prosecution of an action—Whether substratum of company had disappeared—Whether prosecution of an action justified continued existence of company—Winding up on just and equitable grounds. **Re Perfectair Holdings Ltd** [1990] 423, Ch D
- Remuneration in connection with winding up—
 Companies Act 1985, ss 588, 604. **Re Sandwell Copiers Ltd** [1988] 209, Ch D
- Retention fund—
 Obligation to create retention fund with respect to moneys withheld in connection with a building contract—Failure to set fund aside—Whether trust of retention moneys had been created—

- Whether retention moneys subject to floating charge—Insolvency Act 1986, s 239. **Mac-Jordan Construction Ltd v Brookmount Erostin Ltd** [1992] 350, CA
- Sale of land by company ordered to be wound up—
 - Leave to commence action for specific performance—Companies Act 1948, s 231. **Re Coregrange Ltd** [1984] 453, Ch D
- Scheme of arrangement—
 - Conflict between creditors as to proper course to adopt—Costs—Burden of costs between different classes of creditors—Bathampton order—Companies Act 1948, s 206 (Companies Act 1985, s 425). **Re Esal (Commodities) Ltd** [1985] 450, Ch D
- Second petition based on same debt—
 - Whether petition should be removed from file—Previous petition based on same debt—Previous petition dismissed pursuant to agreement between petitioner and company—Whether necessary to imply a term into agreement that no further winding-up petition would be presented based on same debt. **Re a company (No 00928 of 1991), ex p City Electrical Factors Ltd** [1991] 514, Ch D
- Substitution of petitioner—
 - Companies (Winding-up) Rules 1949, r 3.7. **Re Creative Handbook Ltd** [1985] 1, Ch D
- Winding up of a company which had ceased to carry on business—
 - Winding up on just and equitable grounds—Member having no tangible interest in assets of company—Application to strike out petition as showing no cause of action—Companies Act 1985, s 517 (1)(d)(9). **Re Martin Coulter Enter prises Ltd** [1988] 12, Ch D
- Winding up on grounds of insolvency—
 - Debt of company paid after presentation of petition to wind up company—Application to validate payment—Companies Act 1948, s 227 (Insolvency Act 1986, s 127). **Re Webb Electrical Ltd** [1988] 382, Ch D

WRONGFUL TRADING

- Company continuing to trade when it was insolvent—
 - Whether directors ought to have concluded that there was no reasonable prospect that company would avoid going into insolvent liquidation—Knowledge which directors should be deemed to possess—Principles on which the court will order directors to contribute to assets of company—Interest on amount directors ordered to contribute—Costs—Insolvency Act 1986, s 214. **Re Produce Marketing Consortium Ltd (No 2)** [1989] 520, Ch D
- Relief from liability—
 - Whether s 727 of Companies Act 1985 applies in connection with proceedings under s 214 of Insolvency Act 1986—Companies Act 1985, s 727—Insolvency Act 1986, s 214. **Re Produce Marketing Consortium Ltd** [1989] 513, Ch D

